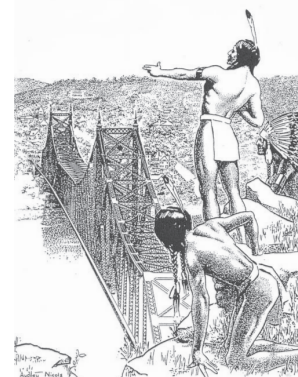


Sewickley Valley Historical Society  
200 Broad Street  
Sewickley, PA 15143

Non-Profit Org  
U. S. Postage  
**PAID**  
Permit 70  
Sewickley, PA

**March 2018**



**SEWICKLEY VALLEY  
HISTORICAL SOCIETY**

**President**

Harton S. Semple, Jr.

**Vice-President**

Joe Zemba

**Secretary**

Mary Beth Pastorius

**Treasurer**

Connor Cogswell

**Directors**

Gloria Berry  
Hal Bonnett  
Brewster Cockrell  
Edward Harrell  
Ivan Hofmann  
Lori Kastan  
Marian Miller  
Jean Sebolt  
Ian Semple

**Associate Director**

Susan C. Holton

**A**t 7:00 p.m. on Tuesday, March 20, SVHS member James O. Goldsborough will hold a reading and signing of his latest book, a novel entitled *Waiting for Uncle John*, the story of how a few a regiments of soldiers, armed and supported by leading American politicians, set out to capture Cuba in 1851. You might remember his 2009 book *Misfortunes of Wealth*, which treats Sewickley's Shields, Crittenden, Oliver, Neville and Craig families.

**A**t the March meeting, expect a report from the Nominating Committee of the individuals nominated for Board positions in 2018/19.

**W**e've made some changes to the program schedule you received in August. On **Wednesday, April 18**, the Walker Family is providing special refreshments at **6:30 p.m.**, and Harton Semple's lecture, *The Walker Family in the Sewickley Valley*, will begin at **7:30 p.m.** On **Thursday, May 17**, refreshments will be served at **6:30 p.m.**, followed by the Annual Meeting. At **7:30 p.m.**, Jay Smar will provide musical entertainment— vocals, guitar, claw hammer banjo and flat-foot clog dancing. Further details will be on our website, [www.sewickleyhistory.org](http://www.sewickleyhistory.org), and in future issues of *Signals*.

**T**he Sewickley Valley Historical Society has recently joined a free website and app, **Burbio.com**, that puts all Sewickley school, library and many other community calendars and events in one place. With Burbio, you can select calendars to follow, create a personalized event feed, sync local events to your Google or iPhone calendars instantly—no more hand entering—and be notified when things change. You can sign up for **FREE** at **Burbio.com** or download the free iPhone or Android App.

# Sewickley Valley Historical Society

# Signals

XLV, Number 4

March 2018

Wednesday, March 21, 2018

7:30 p.m., at the Old Sewickley Post Office

## Celebrating Pittsburgh: Its Character and Significance

A PowerPoint Presentation by  
Louise Sturgess, Executive Director  
Pittsburgh History & Landmarks Foundation

This presentation of 72 images was created in 2008 for the Frick Art & Historical Center's exhibition, "A Panorama of Pittsburgh: Nineteenth Century Printed Views." Following an overview of Pittsburgh's physical development, the program concentrates on a series of 19th-century lithographs, watercolors, prints, and even a letter, that were used to describe, publicize and promote the city. It concludes with a fast-paced tour of 21st century Pittsburgh, showing how the 19th century lives on in notable landmarks. Memorable quotations from David McCullough (author/historian), Walter C. Kidney (author), David Lewis (urban planner) and Clyde Hare (photographer), among others, help define Pittsburgh's unique character and significance

**A**fifth-generation Pittsburgher, Louise Sturgess has worked for the Pittsburgh History & Landmarks Foundation (PHLF) since 1981. As executive director, she is primarily responsible for PHLF's educational programs, which serve more than 12,000 people each year. On any given day, Louise is a fundraiser, editor, program organizer, lecturer and tour guide. Through her work, she promotes the value of historic preservation and reveals the national importance of Pittsburgh's history and architecture. The History Channel, National Trust for Historic Preservation, Pennsylvania Council for the Social Studies, Preservation Pennsylvania, Pennsylvania Historical & Museum Commission and Pittsburgh City Council are among those who have recognized PHLF for its innovative education programs.



## Friends, Sponsors, Patrons, Benefactors

Thanks to the following, who have supported Sewickley Valley Historical Society with gifts in addition to basic dues

Mary Ann Baldrige; James P. & Carolyn K. Bouchard; William J. Carson; Vickie & David Case  
Ron & Bonnie Casper; David Grattan Caughey; Mr. & Mrs. Richard B. Elste; Paul & Mai-Lan Fagan  
Mr. & Mrs. Paul A. Giusti; Amy & Michael Harkins; Drs. John R. & Mary F. Hotchkiss  
William I. Jack; Peter D. Jones; Bob & Susie Kopf; Patricia C. LaFontaine; Janet R. McDanel  
David & Gretchen Medich; Mr. & Mrs. Michael J. Messina; Dave & Ginny Monroe  
Charles Murdock; Gail Murray; Janet L. Oellig; Kevin Park; Julie Pitcavage; John & Cecelia Poister  
Mr. & Mrs Edward S. Ruffin; Marianne Snipes; Joan B. Sullivan; Gary L. Walker

## Special Contributions

Eaton Corporation  
Dr. Joseph Marrone

*In memory of B. G. Shields*

Susan Cockrell; Mr. & Mrs. George S. Gaadt; Mr. & Mrs. Joseph Hoepf; John Linko  
Martin McDaniell; Betty Ann Miller; Marian Miller; Mary Beth Pastorius  
Mr. & Mrs. Edward Sherry; Mr. & Mrs. Frank Wasco, Jr.; Duncan P. Whittaker, Jr.

## New Members

Vickie & David Case, Sewickley; Claire Hardy, Sewickley; Mr. & Mrs. John Linko, Sewickley  
Carolyn Jayne Lunt, Sewickley; Janet L. Oellig, Coraopolis; David N. Wessel, Sewickley

## In Memoriam

Dr. Michael Bell; Louis J. Dell'Aquila

---

# Sewickley Valley Historical Society Bylaws Revision

Over the summer, the Bylaws Committee of the Sewickley Valley Historical Society (Cordelia Jacobs and Joe Zemba, Co-Chairmen; George Berry III; Connor Cogswell; Margaret Dury; Susan Holton; John Kroeck; Harton Semple, *ex officio*) was asked by the Board of Directors to review the Society's Bylaws and propose amendments/revisions. The Committee's proposed changes were presented to the Board in September and unanimously approved at the October Board meeting.

The current Bylaws state the following:

**ARTICLE XI, AMENDMENTS: Amendments to these Bylaws may be made by two-thirds of the membership present and voting at any regular or special meeting at least fifteen (15) days after notification of such amendment.**

Please review the following pages, which indicate proposed changes to the existing Bylaws in the center column, underlined and in red.

**A VOTE BY THE MEMBERSHIP TO APPROVE THESE CHANGES WILL BE HELD AT THE SOCIETY'S PROGRAM MEETING ON MARCH 21, 2018.**

EXISTING BYLAWS	PROPOSED CHANGES	RATIONALE
<p><u>ARTICLE I</u> <u>NAME</u></p> <p>This society is a charitable, educational and not-for-profit organization and shall be known as the SEWICKLEY VALLEY HISTORICAL SOCIETY.</p> <p><u>ARTICLE II</u> <u>PURPOSE</u></p> <p>The purpose of this organization shall be to promote interest in and to record, collect, preserve and document the history of the Sewickley Valley.</p> <p><u>ARTICLE III</u> <u>MEMBERSHIP AND DUES</u></p> <p><u>Section 1.</u> Membership shall be open to all persons who subscribe to the purpose of the Society. There shall be three classes of membership:</p> <p>a. <b>Active members</b>, who shall promote the aims of the organization, pay dues annually, may attend meetings, and have the right to vote;</p> <p>b. <b>Honorary members</b>, who may be elected for life by the Board of Directors for their outstanding contributions to the society, pay no dues, may attend meetings, and have the right to vote.</p> <p>c. <b>Founding Members and Incorporators</b>, who are listed at the end of this document, pay no dues, may attend meetings, and have the right to vote.</p> <p><u>Section 2.</u> Dues shall be established by the members on the recommendation of the Board of Directors in conjunction with the Finance Committee.</p> <p><u>ARTICLE IV</u> <u>MEETINGS</u></p> <p><u>Section 1.</u> Regular meetings of the Society shall be held at least five (5) times a year.</p>	<p>This society is a charitable, educational and not-for-profit organization and shall be known as the SEWICKLEY VALLEY HISTORICAL SOCIETY, <u>hereinafter known as the Society.</u></p> <p><u>Section 2.</u> Dues shall be established by the members on the recommendation of the Board of Directors in conjunction with the Finance Committee. <u>In setting dues, the Board may establish distinct dues for different categories of active members. Basic dues categories shall include: Individual membership, entitled to one (1) vote, and Family membership, entitled to two (2) votes. All voting members shall be adults over the age of 18. The membership year corresponds to the fiscal year.</u></p> <p><u>Section 1.</u> <u>There shall be no fewer than five (5) membership meetings annually. Business of the Society may be discussed at any meeting.</u></p>	<p>Simplification</p> <p>Clarification</p> <p>Clarification. Reinforcement of members' right to speak at meetings</p>

## EXISTING BYLAWS

### Section 2.

Special meetings may be scheduled upon approval of the Board of Directors. Special meetings shall be called by application to the President by five (5) active members.

### Section 3.

The Annual Meeting of the membership should be held in May.

### Section 4.

The quorum for any meeting shall consist of twenty-five (25) active members.

## ARTICLE V

### OFFICERS AND THEIR DUTIES

#### Section 1.

#### **Officers**

The four (4) Officers of the Society shall be:

President,  
 Vice President,  
 Secretary, and  
 Treasurer

#### Section 2.

#### **Duties of Officers**

a. The **President** shall preside at all meetings of the Society and the Board of Directors. Two of the following officers (President, Secretary, Treasurer) shall sign all contracts authorized by the Board or the membership. The President, in conjunction with the Board, shall appoint committee chairmen and shall provide the Board with a list of the committee members by November. The President shall be an ex-officio member of all committees except the Nominating Committee.

b. The **Vice President** shall perform the duties of the President in his/her absence and any other duties the work of the Board may require.

c. The **Secretary** shall keep in permanent form in the Minute Book the Minutes of Board and Society meetings as well as the Society's Bylaws with amendments. The Secretary shall keep on file the current list of members, officers and committees, shall be responsible for sending notices of meetings and shall execute such correspondence as the Society or Board of Directors require.

## PROPOSED CHANGES

### Section 2.

Special meetings of the membership may be called by the Board, the President, or by five (5) active members. Upon such a call, the Board of Directors shall schedule the special meeting within twenty (20) days, with at least ten (10) days' written notice to the membership.

### Section 3.

The May meeting of the membership shall be the Annual Meeting unless otherwise ordered by the Board.

### Section 2.

#### **Duties of Officers**

a. The **President** shall **prepare the agenda and shall** preside at all meetings of the Society and the Board of Directors. The President, in conjunction with the Board, shall appoint committee chairmen and shall provide the **membership** with a list of the committee **chairmen at the October membership meeting**. The President shall be an ex-officio member of all committees except the Nominating Committee.

c. The **Secretary** shall keep in permanent form in the Minute Book the Minutes of Board and Society meetings as well as the Society's Bylaws with amendments. **The Minutes shall contain a record of all business, including motions and their disposition**. The Secretary, **in conjunction with the staff**, shall keep on file the current list of members, officers and committees, shall be responsible for sending notices of meetings and shall execute such correspondence as **directed by** the Society or Board of Directors.

## RATIONALE

Clarification of who can call a special meeting and specification of notice for such meeting

Clarification

Clarification of the responsibilities of the President. Specification of when the membership should be notified of committee chairmen. See **NEW e.** below for the second sentence in this paragraph.

Clarification of the responsibilities of the Secretary

EXISTING BYLAWS	PROPOSED CHANGES	RATIONALE
<p>d. The <b>Treasurer</b> shall keep, or cause to be kept, accurate accounts of all receipts and disbursements. The Treasurer shall deposit all Society monies in depositories designated by the Board of Directors; submit financial reports at monthly Board Meetings and the Annual Meeting; and shall be responsible for preparing and mailing notices of the Finance Committee, which prepares the Annual Budget, and shall oversee, in conjunction with the Board, the proper disposition of all special funds.</p> <p style="text-align: center;"><b>ARTICLE VI</b></p> <p style="text-align: center;"><b>BOARD OF DIRECTORS</b></p> <p><b>Section 1.</b> The Board of Directors shall conduct the affairs of the Society between regular meetings but shall not modify any action taken by the Society. Any action taken subject to ratification or repeal by the Society.</p> <p><b>Section 2.</b> The Board of Directors shall consist of fourteen (14) members, including the four (4) Officers. It shall fill vacancies in its own body.</p> <p><b>Section 3.</b> The Board of Directors shall, as the need arises, have the power to employ an Executive Director or such personnel to implement and further the work of the Society.</p>	<p>d. The Treasurer shall keep, or cause to be kept, accurate accounts of all receipts and disbursements. The Treasurer shall deposit <u>the</u> of all Society monies in depositories designated by the Board of Directors; <u>oversee the payment of</u> all bills; submit financial reports, <u>which shall include an accounting of all special funds,</u> at monthly Board Meetings and the Annual Meeting; and shall, <u>in conjunction with the staff,</u> be responsible for preparing and mailing notices of the Finance Committee, which prepares the Annual Budget, and shall oversee, in conjunction with the Board, the proper disposition of all special funds. <u>The Treasurer shall be responsible for the timely filing of all required tax returns and of the annual registration statement, filed with the Bureau of Charitable Organizations.</u></p> <p>e. <u>A minimum of two (2) of the following Officers (President, Vice President, Secretary, Treasurer) shall sign all contracts authorized by the Board or the membership.</u></p> <p><b>Section 1.</b> The Board of Directors shall conduct the affairs of the Society between regular meetings <u>and shall inform the membership of any substantive action,</u> but shall not modify any action taken by the <u>membership.</u> Any action taken <u>by the Board</u> is subject to ratification or repeal by the <u>membership.</u></p> <p><b>Section 2.</b> The Board of Directors shall consist of fourteen (14) members, including the four (4) Officers. It shall fill vacancies in its own body <u>within ninety (90) days.</u></p> <p><b>Section 3.</b> <u>The Board of Directors shall determine the allocation of all special funds and their income unless otherwise specified by the donor.</u></p> <p><b>Section 4. (formerly Section 3.)</b> The Board of Directors shall, as the need arises, have the power to employ an Executive Director and personnel to implement and further the work of the Society. <u>The Board of Directors shall determine the responsibilities of the Executive Director and any other personnel, including authority or limitations regarding the Executive Director's authority to make contracts and sign checks.</u></p>	<p>Clarification of the responsibilities of the Treasurer</p> <p><b>NEW</b> – Stipulation that the Vice President is included among the Officers qualified to sign contracts</p> <p>Improvement of communication with the membership</p> <p>Specification of time to fill vacancies</p> <p><b>NEW</b>– Fiduciary role of the Board in the management of special funds</p> <p>Clarification of Board oversight of personnel</p>

## EXISTING BYLAWS

### Section 4.

The Board of Directors shall meet at least eight (8) times annually, or may be called to meet upon the written request of four (4) members of the Board.

### Section 5.

Members of the Board of Directors are expected to attend regularly scheduled Board meetings and to participate on committees. Unexcused absences from regular meetings of the Board of Directors may result in removal.

### Section 6.

A quorum shall consist of six (6) members of the Board of Directors.

## ARTICLE VII

### CONFLICT OF INTEREST

All members of the Board of Directors shall sign annually a conflict of interest form. This form shall disclose all connections to all entities by the Board members themselves or their immediate families or households that might constitute a conflict of interest with the work of the Sewickley Valley Historical Society. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determines that it is in the best interest of the Society to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## PROPOSED CHANGES

### Section 5. (formerly Section 4.)

The Board of Directors shall meet at least seven (7) times annually. Upon the written request of four (4) members of the Board, the President or Secretary shall convene a special meeting.

### Section 6. (formerly Section 5.)

Members of the Board of Directors are expected to attend regularly scheduled Board meetings and to participate on committees. The Board, with the approval of three-fourths (3/4) of its members, may remove any member of its body and elect a successor for the unexpired term. No member of the Board shall be removed from office without an opportunity to be heard. Notice of such motion of removal shall be given to the member in writing twenty (20) days prior to the meeting at which the motion shall be presented. The notice shall set forth the reasons of the Board for such removal.

### Section 7.

The Board may participate in and hold meetings by electronic means provided that all persons participating in the meeting can see, hear or read each others' comments. Participation in such a meeting shall constitute presence in person at the meeting.

### Section 8. (formerly Section 6.)

All members of the Board of Directors shall sign annually a conflict of interest statement. This form shall disclose all connections to all entities by the Board members themselves and/or their immediate families or households that might constitute a conflict of interest with the work of the Society. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying and voting on the matter. The Minutes shall record the name(s) of those abstaining.

## RATIONALE

Determination of minimum number of meetings and who shall convene special meetings

Explanation of procedure for removal from office

**NEW** – Addressing of current practices

Compliance with latest regulations

**EXISTING BYLAWS**

**ARTICLE VIII  
ELECTIONS**

**Section 1.**

A Nominating Committee of five (5) members, one of whom shall be a former Board member, shall be elected by the Board and announced to the members by November. At the March meeting, this committee shall present a single slate of nominees. Nominations may be made from the floor at the Annual Meeting, if the nominee has previously agreed to serve if elected.

**Section 2.**

The Officers and Directors due for election shall be elected at the Annual Meeting and assume office at the conclusion of that meeting, except for the Treasurer, who shall assume office at the beginning of the fiscal year.

**Section 3.**

The term of office for an officer or director shall be two (2) years. An officer or director may be re-elected to that position for one subsequent term. No director or officer shall be elected to the same position for more than two (2) consecutive terms (four years), but may serve one additional term (two years) as an officer in a different position, except that the incumbent President may be eligible to serve a second term. Upon the lapse of one year, a member may again be eligible for election to the Board of Directors.

**ARTICLE IX  
COMMITTEES**

**Section 1.**

Committee Chairmen, except for the Finance Committee, shall be appointed by the President with the approval of the Board of Directors. Each committee shall consist of at least three members, who shall be selected from the membership by the respective committee chairmen. The Standing Committees of the Society shall be:

- a. **Architecture Committee** shall assist, where appropriate, local groups to educate and to catalogue and protect important examples of local architecture. Preservation awards may be presented. The chairman shall work with the Finance Committee in the proper disposition of the funds of Edgeworth Preservation.

**PROPOSED CHANGES**

**Section 1.**

A Nominating Committee of five (5) non-Board members of the Society, at least one of whom was a former Board member, shall be elected by the Board and announced to the members by November. At the March meeting, this committee shall present a single slate of nominees. Nominations may be made from the floor at the Annual Meeting, if the nominees have previously agreed to serve if elected.

**Section 2.**

The Officers and Directors proposed for election shall be elected at the Annual Meeting and assume office at the conclusion of that meeting, except for the Treasurer, who shall assume office at the beginning of the fiscal year.

**Section 3.**

The term of office for an Officer or Director shall be two (2) years, or until a successor is elected. No Officer or Director shall be elected to the same position for more than two (2) consecutive terms (four [4] years), but may serve one additional term (two [2] years) in a different position. No Officer or Director shall serve more than six (6) consecutive years on the Board, but shall be eligible for reelection upon the lapse of one (1) year.

**Section 1.**

Committee Chairmen shall be appointed by the President from the Board and/or the membership with the approval of the Board of Directors, except for the chairman of the Finance Committee, who shall be the Treasurer. Each committee shall consist of at least three members, who shall be selected from the membership by the respective committee chairmen. The Standing Committees of the Society shall be:

- a. **Architecture Committee** shall assist, where appropriate, local groups to educate and to catalogue and protect important examples of local architecture. Preservation awards may be presented.

**RATIONALE**

Clarification and specificity

Clarification

Clarification

Clarification

See **ARTICLE VI, BOARD OF DIRECTORS, Section 3.**, for disposition of special funds



**EXISTING BYLAWS**

**PROPOSED CHANGES**

**RATIONALE**

b. Archives/Collection Committee shall be responsible for implementing the Society's Accession/Deaccession Policy and shall work with the staff to develop and implement policies concerning the disposition of archival materials.

c. Development Committee shall provide a developmental framework for steering the Society toward an active and financially sound future. The committee shall determine sources of revenue on a short and long term basis that are consistent with the Society's purposes and are approved by the Board of Directors. Further, it shall promote such projects as have been approved.

d. Finance Committee, chaired by the Treasurer, shall prepare a budget to be approved in April by the Board of Directors. This committee shall make recommendations concerning investments and disbursements of funds and shall monitor and record the disposition of special funds in conjunction with the appropriate representative(s) of said funds.

e. Hospitality Committee shall coordinate with the Program Committee to make such arrangements as required for the meetings.

f. Membership Committee shall promote the Society and encourage interested persons to join and support the Society's goals.

g. Program Committee, in conjunction with the staff, shall be responsible for selecting and coordinating the Society's regular programs and special events throughout the program year. It shall work closely with the Hospitality Committee in coordinating all program arrangements.

Section 2.

Committee chairmen shall present written or verbal reports at the request of the Board of Directors and shall submit a written report for inclusion in the Minutes of the Annual Meeting.

NEW committee

NEW committee, combining former Long Range Planning Committee (d.) and Ways and Means Committee (g.)

Clarification of responsibility

Staff maintains membership records

Staff works with the committee to implement programs

Clarification of responsibilities of committee chairmen

b. Finance Committee, chaired by the Treasurer, shall prepare a budget to be approved in April by the Board of Directors. This committee shall make recommendations concerning investments and disbursements of funds and shall monitor the disposition of special funds in conjunction with the appropriate representative(s) of said funds.

c. Hospitality Committee shall coordinate with the Program Committee to make such arrangements as required for the meetings.

d. Long Range Planning Committee shall provide developmental framework for steering the Society toward an active and financially sound future.

e. Membership Committee shall promote the Society and encourage interested persons to join and support the Society's goals. The committee shall maintain an active file of all current members and provide an updated roster to the Board of Directors on a regular basis.

f. Program Committee shall be responsible for selecting and coordinating the Society's regular programs and special events throughout the program year. It shall work closely with the Hospitality Committee in coordinating all program arrangements.

g. Ways and Means Committee shall determine sources of revenue on a short and long term basis that are consistent with the Society's purposes and are authorized by the Board of Directors. Further, it shall promote such projects as have been approved.

Section 2.

Committee chairmen shall present written reports at the request of the Board of Directors and at the Annual Meeting.

Section 3.

Special committees may be appointed by the Board to carry out such duties as may be assigned to them.

**EXISTING BYLAWS**

**PROPOSED CHANGES**

**RATIONALE**

ARTICLE IX

FISCAL YEAR AND AUDIT

**Section 1.**

The fiscal year shall begin on June 1 and end May 31 of each year.

**Section 2.**

An annual audit of the accounts of the Society shall be made by the committee of one or two qualified persons appointed by the Board or by a certified public accountant.

ARTICLE XI

AMENDMENTS

Amendments to these Bylaws may be made by two-thirds of the membership present and voting at any regular or special meeting at least fifteen (15) days after notification of such proposed amendment.

ARTICLE XII

PARLIAMENTARY AUTHORITY

The parliamentary authority shall be the current edition of *Robert's Rules of Order, Newly Revised* in all cases in which they are not incompatible with these Bylaws.

ARTICLE XIII

INDEMNIFICATION

The Society shall indemnify, except as prohibited by law [including but not limited to the indemnification provided by 15 Pa. C.S.A. Chapter 57, Subchapter D, as amended, contained in the Act of December 19, 1990 (P.L. 834 No. 198)] each Director or officer [including each former Director or officer] of the organization who was or is made a party to, or a witness in, or is threatened to be made a party to or a witness in any pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was an authorized representative of the Society, against all expenses [including attorneys' fees and disbursements], judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding. The Society shall pay the expenses [including attorneys' fees and disbursements] incurred by a Director or officer in defending or appearing as a witness in any civil or criminal action, suit or proceeding described or such action, suit or proceeding upon receipt of an

ARTICLE X

FISCAL YEAR AND AUDIT

**Section 1.**

The fiscal year shall begin on July 1 and end June 30 of each year.

**Section 2.**

An annual compilation review or audit of the financial statements of the Society shall be made by two (2) qualified persons appointed by the Board or by a Certified Public Accountant, if required. No member of the Board shall serve in this capacity.

These Bylaws may be amended or revised by two-thirds of the membership present at any regular or special meeting, provided that a written copy of such amendment(s) or revision(s) has been sent to each member at least fifteen (15) days in advance.

Clarification and statement that no Board member can serve

Clarification of procedure

## EXISTING BYLAWS

agreement by or on behalf of the representative to repay the amount if it is ultimately determined that the Director or officer is not entitled to be indemnified by the Society as authorized by Subchapter D, as amended, or otherwise. The Society may purchase and maintain insurance to protect itself and any such Director or officer against any liability, cost or expense incurred in connection with any such action, suit or proceeding.

### ARTICLE XIV DISSOLUTION

#### Section 1.

The organization shall be dissolved by resolution. The Board of Directors or members shall direct that the question of dissolution be submitted to a vote at a regular or special meeting of the general membership, giving written notice 60 days and 30 days prior to the meeting, stating time, place and purpose of the meeting.

At the meeting to consider dissolution, a seventy-five per cent (75%) affirmative vote of the membership voting shall be required to approve dissolution. Proxy votes shall be accepted.

#### Section 2.

Upon dissolution, the net assets of the corporation shall be applied and distributed as follows:

- a. All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made. Notice of dissolution shall be published and appropriate government agencies notified by registered or certified mail.
- b. Provision shall be made for the disposal of all records and property. Assets held upon a condition requiring return, transfer or conveyance shall be distributed as provided by law.
- c. The Board of Directors shall direct that any remaining assets be given to one or more other organizations whose aims and purposes are compatible with those stated in the Articles of Incorporation and within the meaning of 501 (c)(3) of the Internal Revenue Code as amended. No individual member or members shall benefit from any assets.

## PROPOSED CHANGES

#### Section 1.

The Society shall be dissolved by resolution. The Board of Directors or members shall direct that the question of dissolution be submitted to a vote at a regular or special meeting of the general membership, giving written notice 60 days and 30 days prior to the meeting, stating time, place and purpose of the meeting.

At the meeting to consider dissolution, a seventy-five per cent (75%) affirmative vote of the membership voting shall be required to approve dissolution. Postal, electronic and proxy votes shall be accepted.

Addition of postal and electronic votes in order to expand membership participation in any decision to disband

## RATIONALE

**EXISTING BYLAWS**

Organized: February 22, 1973  
Incorporated: May 31, 1978  
Bylaws adopted: February 27, 1974  
Bylaws revised: 1983  
December 10, 1986  
May 17, 1989  
May 27, 1992  
March 28, 2006

**FOUNDING MEMBERS**

Designated February 27, 1974  
Mrs. Daniel Leet Shields (Betty G. Y.)  
Captain Frederick Way, Jr.  
Mrs. William L. Moore, Sr. (Dorothy M.)  
Edward J. Wright  
Mrs. William Park Glancy (Georgena E.)  
Mrs. Ellis A. Blackson (Susan J.)  
Raymond A. Tucker  
Mrs. Frank Wasco, Jr. (Barbara P.)  
Miss Virginia M. Hailstock  
Mrs. Harry M. Frissell (Lynn L.)

**INCORPORATORS**

May 31, 1978  
J. Judson Brooks  
Joseph F. Smith  
Arthur Grafflin  
Christine Stolzenbach  
Betty G. Y. Shields  
Gloria G. Berry  
John G. Alexander  
Virginia M. Hailstock

**PROPOSED CHANGES**

**ADDENDUM**

It is the responsibility of the membership to amend, revise, interpret and enforce the Society's Bylaws. These Bylaws provide a framework for operation and governance of the Society and are written to comply with State and Federal legal requirements for bylaws of charitable, non-profit corporations. Any inconsistency, ambiguity or conflict shall be resolved following this order of precedence:

1. IRS Code, Section 501(c)(3)
2. Pennsylvania Uniform Unincorporated Nonprofit Association Law, Title 15
3. Sewickley Valley Historical Society Articles of Incorporation
4. Sewickley Valley Historical Society Bylaws, latest revision
5. Robert's Rules of Order, latest edition

Organized: February 22, 1973  
Incorporated: May 31, 1978

**FOUNDING MEMBERS**

Designated February 27, 1974

Mrs. Daniel Leet Shields (Betty G. Y.)  
Captain Frederick Way, Jr.  
Mrs. William L. Moore, Sr. (Dorothy M.)  
Edward J. Wright  
Mrs. William Park Glancy (Georgena E.)  
Mrs. Ellis A. Blackson (Susan J.)  
Raymond A. Tucker  
Mrs. Frank Wasco, Jr. (Barbara P.)  
Miss Virginia M. Hailstock  
Mrs. Harry M. Frissell (Lynn L.)

**INCORPORATORS**

May 31, 1978

J. Judson Brooks  
Joseph F. Smith  
Arthur Grafflin  
Christine Stolzenbach  
Betty G. Y. Shields  
Gloria G. Berry  
John G. Alexander  
Virginia M. Hailstock

Bylaws adopted: February 27, 1974

Bylaws revised: 1983; December 10, 1986; May 17, 1989;  
May 27, 1992; March 28, 2006.

**RATIONALE**

NEW addition, confirming the responsibility of the membership in the amendment, revision, interpretation and enforcement of the Bylaws

Only the order has been changed