



Bylaws of the Western Pennsylvania Genealogical Society

Mission Statement

"The Western Pennsylvania Genealogical Society is a nonprofit and tax-exempt educational organization of amateur and professional family historians and genealogist, dedicated to the study and preservation of family history."

Organizational Status

United States Internal Revenue Service: Non-profit Corporation,
501(c)3 tax-exempt organization

Commonwealth of Pennsylvania, Department of Revenue: Tax-exempt, Non-profit
Educational Institution

Articles of Incorporation: June 30, 1974

Bylaws revised: November 2, 1996

Bylaw revised: March 8, 2008

Bylaws revised: June 11, 2016

Bylaws revised: June 19, 2017

**4400 Forbes Avenue
Pennsylvania Department, Third Floor
Carnegie Library of Pittsburgh
Pittsburgh, PA 15213-4007**

Article I – Name

The name of this Society shall be the *Western Pennsylvania Genealogical Society*, hereinafter referred to as WPGS or the Society.

Article II – Purpose

Section 1. To foster an interest in genealogy and related fields.

Section 2. To collect, preserve, and safeguard manuscripts, books, relics, and artifacts relating to genealogy.

Section 3. To hold meetings for the instruction and/or entertainment of its members and the general public.

Article III – Offices

The principal office of the Society shall be in the Commonwealth of Pennsylvania, County of Allegheny. The Society may have such other offices, either within or without the Commonwealth of Pennsylvania, as the Board of Directors may determine or as the affairs of the Society may require.

The Society shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office, as required by the Pennsylvania Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the Commonwealth of Pennsylvania, and the address of the registered office may be changed by the Board of Directors.

Article IV – Members

Section 1. Classes of Membership

The Society shall have classes of membership, designated as follows:

A. Regular Member. A person who files an application for membership in the form prescribed by the Board of Directors agreeing to uphold the charter and Bylaws of the Society and who pays dues for the current year as fixed by the Board of Directors.

B. Associate Member. A person, residing at the same address as a regular member, who files an application for membership in the current year as fixed by the Board of Directors. Associate members will be entitled to all the rights and privileges of regular members except that they shall not receive separate publications and newsletters of the Society.

C. Institutional Member. An organization that files an application for members in the form prescribed by the Board of Directors agreeing to uphold the charter and Bylaws of the Society and that pays dues for the current year as fixed by the Board of Directors. Institutional Member benefits are limited to WPGS publications only and do not include "Members Only" access to the website.

D. Honorary Life Membership (Special Honors Award). A member, elected by the Board of Directors because of their contributions to the Society or to the field of genealogy in Western Pennsylvania. An Honorary Member will be entitled to all the rights and privileges of regular members free of charge for the remainder of their life. Honorary Life Memberships are not transferrable.

E. Other Classes. The Board of Directors may establish other classes of membership provided they extend no extraordinary privileges.

Section 2. Voting Rights.

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Termination of Membership.

The membership of any member shall automatically terminate upon failure of the member to pay dues for the current year.

Section 4. Resignation.

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 5. Transfer of Membership.

Membership in this Society is not transferable or assignable.

Article V – Meeting of Members

Section 1. Annual Membership Meeting

An annual meeting of the members shall be held at the time of the regular meeting of the Society in the month of June each year for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting.

Section 2. Regular Meetings

A minimum of seven meetings of the Society shall be held from September through June, inclusive, at times and places fixed by the Board of Directors for the purpose of conducting such business of the Society as may be brought before the members and for offering programs on subjects relevant to the purposes of the Society. The general public may attend such meetings, but shall not participate nor vote upon any Society business presented to the members. Additional meetings may be scheduled as desired.

Section 3. Special Meeting

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 4. Place of Meeting

The Board of Directors may designate any place, either within or without the Commonwealth of Pennsylvania, as the place of meeting for any annual, regular, or special meeting of the Society.

Section 5. Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members at which Society business is to be acted upon by the members, shall be delivered, either personally, by U.S. Mail, or by E-mail to each member entitled to vote at such meeting, not less than ten or more than fifty days before the date of such meeting, by or at the direction of the President, or the Recording Secretary, or the officers or persons calling the meeting.

In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the U.S. mail addressed to the member at his /her address as it appears on the WPGS records, with postage thereon prepaid.

Section 6. Quorum

Twenty-five members constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Article VI – Nominating Committee

Section 1. Selection

A Nominating Committee of five members is to be chosen as follows: Two members chosen by the Board of Directors, which shall include one Board of Directors member, who shall be the convener, one member-at-large, and three members from those nominated from the floor and elected by the members at a regular meeting of the members held no later than the month of November.

The Board members for the Nominating Committee will be chosen at the October Board Meeting. This will give those chosen more time to observe the interest of Society members. The full committee will report in March.

Section 2. Reports

The Nominating Committee shall report the slate to the general membership no later than the April Meeting of the Society and the immediately preceding Board Meeting. This report is to be published no later than the May newsletter. Nominations shall be permitted from the floor at only one general meeting of the Society, no later than May, provided the consent of the nominee shall first have been obtained.

The entire slate is to be printed in the next scheduled newsletter and voted upon at the annual meeting of the Society in June. If additional nominations are made at a meeting of the Society, printed ballots will be used for voting at the Annual Meeting. If the election of officers and directors shall not be held on the day designated for an Annual meeting, or at any adjournment

thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently possible.

Article VII – Board of Directors, hereinafter called the Board.

Section 1. Powers

The affairs of the Society shall be managed by its Board. Board members need not be residents of the Commonwealth of Pennsylvania, but shall be members of the Society.

Section 2. Members

The Board of this Society shall consist of the Officers and six Directors-at-Large. The officers of the Society shall be President, President-Elect, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 3. Election and Term of Office

Officers shall be elected at the Annual Meeting for the term of one year. The President-Elect shall serve as President the year following the year he/she serves as President-Elect. The term of Directors-at-Large shall be two years, three new Directors being elected each year.

Other than the President and President-Elect, Officers and Directors-at-Large may be re-elected to that particular office in which they have served. ☺

All terms of office shall begin on July 1 and end on June 30 of the following year.

Section 4. Removal

Any Officer or Director-at-Large may be removed by the Board whenever in its judgment the best interests of the Society would be served by the removal of the Officer and/or Director. The removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Quorum

Six members of the Board shall constitute a quorum for the transaction of the business at any meeting of the Board; but if less than quorum of the Board is present at said meeting, a majority of the Board present may adjourn the meeting without further notice. The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the law or by these Bylaws.

Section 6. Meetings

The Board may provide by resolution the time and place, either within or without the Commonwealth of Pennsylvania, for the holding of regular meetings of the Board without other notice than such resolution.

- A. Special meetings of the Board may be called to deal with one or more specific purposes by or at the request of the President or any two other members of the Board. The person or persons authorized to call special meetings must notify all Board members indicating the time and place of the meeting and subjects to be dealt with; and may fix any place, either within or without the Commonwealth of Pennsylvania as the place for holding any special meeting of the Board.
- B. An executive session, to be limited to voting members of the Board, may be called to discuss sensitive issues. Actions taken at an executive session will be reported in the minutes.

Section 7. Informal Action

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken by conference telephone calls among a majority of the Board in which all persons participating may hear each other or without a meeting if a consent or consents in writing stating the action so taken, shall be filed with the Secretary of the Society. This action should be taken only in the event of an emergency or if agreed upon at a previous Board meeting.

Section 8. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board for the unexpired portion of the term.

Article VIII – Duties of the Board of Directors

Section 1. General Duties

All members of the Board shall attend all Board meetings, be informed about all aspects and activities of the Society and matters placed before the Board, participate in discussions, and vote. In addition, all Board members shall perform duties such as may be assigned by the President or the Board.

Section 2. President

The President shall be the principal executive officer of the Society, shall in general supervise the business and affairs of the Society, shall preside at all meetings of the members and of the Board, and be an ex-officio member of all committees except the Nominating Committee.

The President shall sign, with the Secretary or any other proper officer of the Society authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, by these Bylaws, or by statute to some other officer or agent of the Society.

Section 3. President-Elect

The President-Elect shall be the Parliamentarian of the Society, is responsible for keeping current all policies of the Society and its committees and, in the absence of the President or in the event of his /her inability or refusal to act, perform the duties of the President, and when so acting, have all the powers of and be subject to all the restrictions of the President.

Section 4. Treasurer

The Treasurer submit itemized reports at the regular meetings of the Board, have charge and custody of, and be responsible for the proper disbursements of all funds and securities of the Society, receive and give receipts for money due and payable to the Society from any source whatsoever, and deposit such monies in the name of the Society in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article X of these Bylaws and shall disburse the funds of the Society in accordance with the budget and as authorized by the Board.

An audit of the books shall be made annually by a person or persons approved by the Board.

Section 5. Recording Secretary

The Recording Secretary shall keep the minutes of the meetings of the members and of the Board in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the Society, and see that the seal of the Society is affixed to all documents, the execution of which on behalf of the Society under its seal is duly authorized in accordance with the provisions of these Bylaws.

The Recording Secretary will keep a register of the post-office address of each member, which shall be furnished to the Recording Secretary by the Membership Chairperson. The Recording Secretary will also submit a monthly report of important Board actions and discussions for inclusion in the newsletter.

Section 6. Corresponding Secretary

The Corresponding Secretary shall be responsible for processing all mail received by the Society and writing all out-going correspondence as directed by the Board.

Section 7. Directors-at-large

Directors-at-large shall act as liaison between their assigned committees or special interest groups and the Board.

Article IX – Committees and Special Interest Groups

Section 1. Creation of Standing Committees

Standing committees may be designated and created by resolution of the Board with such powers, duties, and tenure as may be provided in said resolution.

Section 2. Creation of Special Interest Groups

Special interest groups (SIG) may be created by any Society member or members and must apply annually for Board approval. With Society sponsorship comes recognition and nominal funding. Each chair of a Special Interest Group shall be selected by the members of the group.

Section 3. Term of Office

All chairpersons and interest group leaders must be Society members. All committee and SIG chairs must be approved by the Board before taking office and shall continue to serve until the next annual meeting, unless the committee is sooner terminated.

Section 4. Committee Handouts

A copy of all handouts or publications generated by a committee or interest group shall be donated to the library collection of the Society.

Section 5. Committee Records

Each chair or leader should keep records of the work ongoing and accomplished for the past year, to be given to the succeeding chair.

Article X – Contracts, Checks, Deposits, and Funds

Section 1. Contracts

The Board may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to special instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Society, shall be signed by such officer(s) or agent(s) of the Society and in such manner as shall be determined by resolution of the Board.

Section 3. Deposits

All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts

The Board may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Society.

Article XI – Books and Records of Account

The Society shall correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

All books and records of the Society may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

Article XII – Fiscal Year

The fiscal year of the Society shall begin on the first day of July and end on the last day of June in the following year.

Article XIII – Dues

The Board may determine the amount of Annual Dues payable to the Society by members of each class. Dues shall be payable on July 1 of each year.

Article XIV – Corporate Seal and Copyright Symbol

The Board shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Society and the words "Corporate Seal 1974."

A copyright symbol, ©, must be printed on the reverse side of the Title Page of all books, *Jots from the Point* Newsletters, electronic publications, and *Quarterlies* published by the Society.

Article XV – Waiver of Notice

Whenever any notice is required to be given under the provisions of the Pennsylvania Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the 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.

Article XVI – Parliamentary Procedures

All meetings of the members, Board, and committees shall be conducted in accordance with the parliamentary procedures prescribed in *Robert's Rules of Order, Newly Revised*, as far as same is not inconsistent with these Bylaws.

Article XVII – Amendments

The Bylaws may be amended at any regular meeting of this Society by a two-thirds (2/3) vote of the membership present and voting, provided notice of the Amendment shall have been read at the previous meeting and sent to the membership.

Article XVIII – Board Policy Book

A Board Policy Book is to be compiled and maintained. Its purpose is to afford references to past Board policy and to guide in maintaining same, and continuing the smooth operation of the society.

It is to be updated in June of each fiscal year by a person assigned by the Board President, and to be in the hands of each officer/director and Standing Committee chairpersons, Newsletter and Quarterly Editor at the first Board of Directors Meeting called by the incoming President. STANDING COMMITTEES are defined in Article IX, Section 1.

Article XIX – Advertising

Advertising will be approved on an as-needed basis.

Article XX – The Cemetery Project

The Cemetery Project is an effort to prepare an up-to-date list of the cemeteries in Allegheny County (by township) with information on how to locate them, if they are presently being used, and whether they have been published. NOTE IN THESE BYLAWS THAT THE PROJECT HAS BEEN COMPLETED, ANY SCHEDULE FOR PUBLISHING UPDATES, AND WHERE TO FIND THE WPGS PUBLICATION (LIBRARY COPY AND/OR PURCHASE.)

Article XXI – The Church Project

The Church Project is an effort to compile data about the churches, old and new, of Allegheny County, so that they can be published in a Directory by denomination - showing when they were organized, where located, what records are available, the dates of these records and the accessibility of these records. NOTE IN THESE BYLAWS IF THE DIRECTORY HAS BEEN COMPLETED, THE SCHEDULE FOR ANY FURTHER UPDATES, AND THE LOCATION OF THE DIRECTORY.

Article XXIII – Discounts

The Society will not offer at a DISCOUNT to any individual or organization on any of its publications without the permission of the Publications Committee and the Board of Directors.

Article XXIV – First Families Accounting

There will be a special accounting designation for the First Families on the Balance Sheet after expenses are taken from the income.

Article XXV – Insurance and Bonding

The Society will maintain Liability, Property and Computer Insurance well as a Treasurer's Bond to protect the Society and its Board of Directors.

Article XXVI – Officer and Committee Job Descriptions

Each officer and committee chair shall prepare and maintain a Job Description sheet about his/her duties and responsibilities, including calendar of deadlines, as well as suggestions for future improvements.

Article XXVII – Legal Advice

If there is a need to contact our Legal Advisor, it will be done by the President or his/her designee only. Legal advice will be sought before the society enters into any lobbying since we are limited by PA not-for-profit law.

XXVIII – U.S. Postal Service Deposits

The Treasurer will keep money on deposit at the post office in sufficient amounts to handle all mailings.

XXIX – Meeting Handouts

The Society will not charge for handouts at the meetings. Those requested after the meeting may include a fee.

XXX – Membership Renewal

Membership Renewal Forms will be sent out by U.S. Mail to each member, included in the May-June newsletter, and e-mailed, if possible.

XXXI – Library Memorial Fund

The Library Memorial Fund will take care of the contributions as memorials to members. One book, with the names of all the members who have died that year listed in the front, will be donated to our library as a MEMORIAL to those members. The Corresponding Secretary will notify the family of the memorial.

XXXII – Microfilm Loans

The Church of Jesus Christ the Latter-day Saints (LDS) has our permission to MICROFILM our QUARTERLIES for use in their stake libraries. The Society will keep on permanent loan at the LDS Family History Library in Greentree the MICROFILMS of the Allegheny Cemetery.

XXXIII – Nominating Committee

The Board members for the Nominating Committee will be chosen at the October Board Meeting. This will give those chosen more time to observe the interest of Society members.

The full committee will report in March.

XXXIV – Petty Cash Funds

Petty Cash Fund will be issued, as needed, for various committees upon approval of the Treasurer.

XXXV – President's Book

At the end of the President of the Society's term of office, he/she will be presented with a book for the WPGS Library on a subject of interest to their research. They will have use of the book in their home for three weeks and then will return it to the Library for our permanent collection.

XXXVI – Membership Data

WPGS considers member data (name, address, e-mail, phone, etc.) as confidential and will not release this data under any circumstances to any merchant, agent, or organization. If anyone requests such data for a conference or upcoming program that WPGS is not sponsoring, that request will be denied.

XXXVII – Membership Voting

Items for membership vote will be announced and a ballot will be provided to all full WPGS members by the Recording Secretary by circular e-mail. Joint Members will have two votes. Members without an e-mail address will be mailed a ballot through the U.S. Postal Service. The voting process will be performed by E-vote from the WPGS website and/or written vote. There will be at least 30 days between announcement and mailing of the ballot and voting deadline.