



WAUPUN HISTORICAL SOCIETY

BYLAWS

REVISED BY A VOTE OF THE BOARD OF DIRECTORS, DECEMBER, 2020
APPROVED BY A VOTE OF THE GENERAL MEMBERSHIP, JANUARY, 2021

PREAMBLE.

These bylaws shall supersede all previous bylaws and amendments thereto and shall be consistent with the provisions of Chapter 181 and section 44.03 of the Wisconsin Statutes and with the articles of incorporation and all subsequent restatements and amendments thereto filed with the Secretary of State under which this organization is incorporated as a non-stock, non-profit corporation affiliated with the State Historical Society of Wisconsin and shall govern the administration of activities of this organization. Furthermore the provisions of Chapter 181 section 44.03 of the Wisconsin Statutes and Roberts Rules of Order shall govern the proceedings of this organization not herein provided for.

ARTICLE I. PURPOSES AND OBJECTIVES.

As stated in the articles of incorporation, the purposes of this organization are exclusively educational and shall be to preserve, advance, and disseminate the manner hereinafter prescribed, knowledge of the history of the Waupun area.

ARTICLE II. MEMBERSHIP.

Section I. Qualifications.

- A. Any person may become a member of this corporation upon payment of the dues stipulated for the classification of membership for which the applicant applies.
- B. Annual membership shall terminate automatically for non-payment of dues as of the day following the date on which payment is due, which is the last active day of current membership.

Section II. Classification and Dues.

- A. Membership shall be of two classes: annual and life.
- B. The membership dues shall be determined by the Board of Directors from time to time as deemed necessary.

Section III. Voting and Privileges.

- A. Each annual member shall be entitled to a vote of one at all meetings of the membership and shall be entitled to such benefits and privileges as shall be set forth in the regulations and proceedings of the organization.
- B. Life members shall be entitled to the same voting rights and privileges as pertain to annual members.
- C. Voting by proxy is permissible after the manner established by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS.

Section I. Composition of the Board.

- A. The Board of Directors shall consist of three (3) directors at large and those officers to whom board status is imputed under the provisions of Article IV of these bylaws. The total number of members of the Board of Directors, including officers, shall be seven (7).
- B. Elections to the board shall be in accordance with the provisions of Article V of these bylaws.
- C. Other honorary and/or ex officio appointments to the Board of Directors may be made as the board shall see fit.

Section II. Powers of the board.

- A. The Board of Directors shall have the power to conduct the affairs of this organization and to delegate such authority as is not otherwise set forth in these bylaws. This shall include the approval and authorization of expenditures of the organization; the hiring and termination of employment staff members; and the creation and implementation of policies for the development, operation, and maintenance of facilities and holdings.
- B. The Board of Directors shall have the power to create or terminate an executive committee, special boards of trustees or advisers, and such permanent and special committees as are deemed necessary and which shall include a membership committee, a program committee, a publicity or public relations committee, and a museum committee. The manner in which committee chairs and members shall be appointed shall be set forth in the regulations and proceedings.

ARTICLE IV. OFFICERS.

Section I. Classification.

- A. The officers shall be president, vice president, secretary, and treasurer and such officers shall be members of the Board of Directors for the duration of the term for which they are elected.
- B. Other officers such as chaplain, sergeant-at-arms, and curator-historian may be elected or appointed without board rank as the Board of Directors may determine.

Section II. Duties.

- A. Officers shall perform the duties traditional to their offices and in conformity to state statute and Roberts Rules of Order and may assume such other duties as the board may request, among which may be the chair of special or permanent committees. However, no two offices of board rank may be combined with the exception of secretary and treasurer.
- B. All officers and directors at large shall familiarize themselves with these bylaws and articles of incorporation upon their election or appointment, and it shall be the duty of the secretary to distribute such copies to the individuals involved.

ARTICLE V. ELECTIONS.

Section I. Directors at Large.

- A. Directors at large shall be elected by the members at the annual meeting of the organization. At the first election of directors at large one third shall be elected for a period of one year, one third shall be elected for a period of two years, and one third shall be elected for a period of three years so that thereafter one third of the directorships at large shall become vacant each year and elections to these vacancies shall be for a period of three years.
- B. Vacancies among directors at large occurring before the expiration of term shall be filled by election of the Board of Directors and those so elected shall complete the term of the director at large they replace.

Section II. Officers.

- A. Officers with board rank—president, vice president, secretary, and treasurer—shall be elected by the membership to serve for a period of one year and until their successors are chosen.
- B. Officers without board rank as specified in section I.B., Article IV, shall be elected by the Board of Directors at the annual election meeting to specified or indefinite terms consistent with the nature of their duties and determined by the board.
- C. Vacancies in all offices occurring before the expiration of the specified term of office shall be filled by election by the Board of Directors and those so elected shall hold office until the next scheduled election for that office.

ARTICLE VI. MEETINGS.

Section I. Meetings of the Board of Directors.

- A. The Board of Directors shall hold a regular monthly meeting, at a day and time established by the board of directors and communicated to the members. Special meetings of the board may be called by the president or by any three members of the board, and each director shall be notified in person, by mail, or by email as to the time and place of such meetings.
- B. One half plus one of the Board membership present and eligible to vote shall constitute a quorum at any regular or special meeting of the board.

Section II. Meetings of the Membership.

- A. The annual meeting of this organization shall be held in January of each year at a date, time, and place to be determined by the Board of Directors. Other regular meetings shall be the first Monday of each month.
- B. Special meetings of the membership may be called by the president; on the instruction of the Board of Directors; or upon the written request of 25% of the membership. When a special meeting of the membership is called, each member shall be notified in person, by mail, or by email as to the time, place, and purpose of the meeting.

ARTICLE VII. AFFILIATION WITH THE STATE HISTORICAL SOCIETY

Section I. Authority for Affiliation.

- A. This organization is an affiliate of the State Historical Society by virtue of incorporation under the provisions of s.44.03 of the Wisconsin Statutes, and shall accordingly receive such benefits and meet such responsibilities as are stipulated therein and as may otherwise be defined through mutual consent and through action by the Board of Curators of the State Historical Society.
- B. As an affiliate, this organization is a member of the State Historical Society and of the Wisconsin Council for Local History and is entitled to a vote of one at all general meetings of the Society and the Council.
- C. This organization may terminate affiliation through restatement or amendment of its articles of incorporation and amendment to its bylaws. The State Historical Society may terminate affiliation by formal resolution of the Board of Curators, a copy of which shall be deposited with the Secretary of State.
- D. The following shall be causes for termination of affiliation by the State Historical Society and extenuating circumstances shall be taken into account before action to terminate affiliation is taken by the Board of Curators:
 - I. Failure to hold annual elections for three consecutive years.
 - II. Failure to submit annual reports to the Office of Local History for three consecutive years.
 - III. Consistent failure to hold meetings of the membership.
 - IV. Failure to maintain state and federal tax exempt status.
 - V. Failure to maintain proper donor, accessioning, cataloging, and financial records and minutes of the meetings.

Section II. Responsibilities.

- A. It shall be the responsibility of this organization to inform the Office of Local History the results of annual elections, the names and addresses of all officers and directors.
- B. The State Historical Society shall be notified of all changes in the articles of incorporation and the bylaws.

Section III. Role of the State Historical Society in Affiliation.

- A. The State Historical Society shall send notices and announcements of the meetings and activities of the State Society to the president of the organization.
- B. The organization shall receive, without charge, such publications and periodicals as the State Society shall determine.
- C. The State Historical Society shall extend its professional and technical services to this affiliate to the extent to which staff time and funds permit.

Section IV. The Wisconsin Council for Local History.

- A. This organization shall be a member of the Winnebagoland region of the Wisconsin Council for Local History. All members of this organization are entitled to attend the annual regional conventions of the Council and the annual state convention.
- B. The president of this organization or an appointed delegate shall attend the regional conventions to give an oral report on the activities of the organization, or, whenever circumstance prevents, shall submit a written report to be read by the regional chairman.
- C. In the year appointed by the Council of Local History, the president of this organization or his appointed delegate shall serve as regional vice chairman, and as regional chairman the following year. In the year of service as regional chairman the organization shall sponsor and conduct the regional convention over which the president shall preside. During membership on the Advisory Committee and thereafter the president shall be eligible to election as a state officer of the Council.

Section V. Dodge County Affiliated Societies.

- A. This organization shall be a member of the Dodge County Affiliated Societies. All members of this organization are entitled to attend the meetings of the Society.
- B. The president of this organization or an appointed delegate shall attend meetings to give an oral report on the activities of the organization, or, whenever circumstance prevents, shall submit a written report to be read by the regional chairman.
- C. In the year appointed by the Dodge County Affiliated Societies, the president of this organization or his appointed delegate shall host a meeting of the Society.

ARTICLE VIII. DISSOLUTION.

Section I. Voluntary Dissolution.

- A. In the event this organization shall be unable to maintain its facilities or to sustain its activities, notice of intent to dissolve shall be sent to the State Historical Society whereupon the State Society shall supply necessary legal forms and instructions to be followed in affecting dissolution.
- B. Upon ratification by the members of a vote by the Board of Directors to dissolve the organization, the following steps shall be taken:
 - I. Satisfy all liabilities and obligations.
 - II. Satisfy all conditions stipulated with donors.
 - III. Distribute all remaining assets exclusively for educational purposes in accordance with s.181.51 and s.44.03 of the Wisconsin Statutes and section 501(c)(3) of the Internal Revenue Code.
 - IV. Complete the appropriate legal forms.

Section II. Involuntary Dissolution.

- A. In the event the organization becomes so inactive that there are no remaining officers, directors, or members to effect voluntary dissolution proceedings, involuntary dissolution may be initiated by the State Historical Society in accordance with the provisions of s.44.03 (3) of the Wisconsin Statutes.
- B. In the implementation of involuntary dissolution proceedings title to such property, records, and collections not otherwise provided for in the articles of incorporation and bylaws of the organization or in the agreements of donors shall vest in the State Historical Society and all remaining assets shall be distributed in the same manner as stipulated in para. B, Sec. 1, of this article, with the first offer being made to whatever county or local governmental unit that may have aided the organization financially.

Section III. Beneficiary Clause.

- A. It is our desire that the City of Waupun be considered the primary beneficiary in the event of dissolution.
- B. In the event the primary beneficiary would reject the offer, it is our desire that the Dodge County Historical Society be the contingent beneficiary.

C. If the above shall reject the offer, it is our desire that the Wisconsin State Historical Society be the contingent beneficiary.

ARTICLE IX. AMENDMENTS.

These bylaws may be amended by two-thirds vote of members present or voting by proxy at any regular meeting or special meeting called for the purpose, provided the amendment is either submitted in writing to the membership thirty days prior to the meeting or presented for an announced open discussion at the meeting prior to the one set for action on the amendment.

ARTICLE X.

No items now or hereafter received as museum pieces by donation and which have become or will become the property of the Society may be sold or traded except by two-thirds consent of the board members present at a duly constituted meeting of said board. If reasonable, the donor of the item in question will be contacted to see if they wish to have the item returned to them.

ARTICLE XI.

A standing committee called the Accessions Committee shall be appointed by the Board of Directors. This committee will examine and evaluate donations to the Waupun Historical Society. At a meeting of the Board of Directors, this committee will make a recommendation to accept or decline each potential donation. Acceptance and non-acceptance will be a Board decision by simple majority. Donations not accepted will be disposed of in the manner prescribed by the donor.

CERTIFICATE OF ADOPTION.

It is hereby certified that the foregoing bylaws of this corporation were adopted by the Waupun Historical Society, Inc. at a meeting of the general membership.

_____ / ____ / _____
President Date