



## **BYLAWS**

of the

### **BLACK EARTH HISTORICAL SOCIETY.**

Adopted: \_\_\_\_\_ (Date) \_\_\_\_\_

Last revision: \_\_\_\_\_ (Date) \_\_\_\_\_

#### **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 and activities of this organization. Furthermore the provisions of Chapter 181 and section 44.03 of the Wisconsin Statutes and Robert Rules of Order shall govern the proceedings of this organization not herein provided for.

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## ARTICLE I. PURPOSES AND OBJECTIVES

It shall be the mission of the Black Earth Historical Society to protect and maintain the history of the area by collecting and preserving historic artifacts, photographs and documents relative to that history: to advance and disseminate knowledge via community outreach programs: and to act as a resource and research facility for local history.

### Section 1. Libraries, Museums, and Historic sites.

As time and circumstances and the will of the members dictate this corporation may maintain and operate Black Earth Depot museum, a local history library within the Society's headquarters at 1022 Blue Mounds Street, Black Earth, Wisconsin 53515-0214. These are separate facilities and may be developed and operated in cooperation with any other educational organization, village council, board, or local agency or such educational, civic, or patriotic organizations qualifying for affiliation under the provisions of section 44.03(2) of the Wisconsin Statutes.

- To the extent to which human and financial resources shall permit, practices and procedures in the collection, accessioning, cataloging, use, and display of the museum and library materials shall be consistent with standard site, museum, and library practices and procedures such as those recommended by the Office of Local History and other departments of the State Historical Society of Wisconsin.
- State and federal tax-exempt status shall be kept in force by the Black Earth Historical Society, through the filing of annual reports as required by the Internal Revenue Service and the Wisconsin Department of Revenue.

### Section 2. Research and Publication.

- The resources of this organization may be used for research and publication ranging from projects in oral history and historic sites inventories and sites maps and marking to the production and distribution of "The Depot Dispatch" a newsletter, other publications, and such other literature as may relate to local history.
- Books and research materials and such other literature or publications related to state or local history not created by this organization may be purchased for the organization's library or museum.
- The purchase of books and literature described in the foregoing paragraphs may also be made for resale or for free distribution to members, schools, libraries, and such other institutions as may be determined by the Board of Directors.

### Section 3. Other Programs and Activities.

The expenditure of funds to pay for speakers and other expenses of meetings and special events for the Society, the membership and/or for the general public; for tours; for related historian projects; for miscellaneous museum, site and library related activities and administrative and operating costs; and for such other programs, projects, or activities for the furtherance of the educational purposes for which this organization is incorporated may be made in the manner approved by the Board of Directors.

## ARTICLE II. MEMBERSHIP

### Section 1. Qualifications.

- Any person, institution, or organization may become a member of this corporation upon payment of the dues stipulated for the classification of membership for which the applicant applies.
- Membership shall terminate automatically for nonpayment of dues as of January 1 following one year from the date on which payment is due. Memberships terminated for non-payment of dues shall be reinstated for the calendar year on the date payment is made.

### Section 2. Classification and Dues.

- Membership may be the following classes: Student, Individual, Family, Business, Patron\*
- The annual dues for each class of membership shall be in the amount as a majority vote of the Board of Directors shall determine.

### Section 3. Voting and Privileges.

- 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.
- Each adult included in the family membership shall be entitled to the same voting rights and privileges as pertain to the annual membership.
- Non-adults (defined as persons under the age of eighteen (18) years) shall be entitled to vote under such circumstances as a school student serving on the Board, otherwise a non-adult shall enjoy such benefits and privileges as shall be set forth for their enjoyment and appreciation of membership.
- Life members, grandfathered in, if any, shall be entitled to the same voting rights and privileges as pertain to annual memberships.

## ARTICLE III BOARD OF DIRECTORS

### Section 1. Composition of the Board of Directors.

- The Board of Directors shall consist of eleven (11) directors at large. A change in the number of directors may be made by resolution at an annual meeting of the members, or at a special meeting of the members called and noticed for that purpose, but no reduction in the number of directors shall shorten the term of any director then in office.
- Elections to the Board shall be in accordance with the provisions of Article IV of these bylaws.

## **Section 2. Powers of the Board.**

- 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 the expenditures of the organization; the hiring and termination of employment of staff members; and the creation and implementation of policies for the development, operation, and maintenance of facilities.
- The Board of Directors shall have the power to create or terminate an executive committee, special boards of trustees or advisors, and such permanent and special committees as are deemed necessary.
- Removal or vacancy. Any elected or appointed officer may be removed, with or without cause, by majority vote of the directors then in office. Upon the death, resignation, or removal from office of any elected or appointed officer or director, the vacancy created may be filled for the unexpired term by the board of directors.

## **ARTICLE IV. ELECTED OFFICERS**

### **Section 1. Classifications of Officers.**

The officers shall be a President, Vice President, and Secretary, Treasurer and such officers shall be members of the Board of Directors.

### **Section 2. Duties.**

- 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 of Directors may request among which may be the chairmanship of special or permanent committees. However, no two offices of Board rank may be combined with the exception of Secretary and Treasurer. Other officers such as archivist, curator, or historian may be elected or appointed as the board of directors may determine.
- Duties of President. The principal duties of the president shall be to preside at all meetings of the board and the executive committee and, except when another officer is authorized to do so, to sign all documents which call for execution on behalf of the organization.
- Duties of Vice-President. The vice-president shall undertake any special assignments given him or her by the president or the board. During the absence or disability of the president, the vice-president shall carry out the duties of the president to the extent determined by the board. Following the resignation, removal from office, or death of the president, the vice-president shall assume that office.
- Duties of Secretary. The secretary shall keep appropriate records of the meetings of the organization, the board, and all of its committees and undertake any special assignments given him or her by the president or the board. The secretary shall be the custodian of all corporate records of the organization, including such fiscal records, or copies thereof, as originate or are filed with the organization.

- Duties of Treasurer. The treasurer shall ensure that all financial assets and income of the organization are fully accounted for and that all of its disbursements are authorized and made consistent with law, board policies, or the specific requirements of a particular fund. The treasurer shall be responsible to the board in matters of financial policy and shall make reports at each board meeting.
- Other Duties. The officers shall perform such additional or different duties as may from time to time be prescribed by law or required by the board.
- All officers and directors shall familiarize themselves with these bylaws and the 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. COMMITTEES

### Section 1. Executive Committee.

- Executive Committee. Between meetings of the board, an executive committee may conduct the affairs of the organization. The committee shall possess all powers of the board, except that it shall not be authorized to fill a vacancy created by the resignation, incapacity, or death of a board member. The committee shall report all actions at the next succeeding meeting of the board.
- The executive committee shall be established by resolution of the board, and shall determine the size and composition of the executive committee. The executive committee shall be composed of at least three (3) persons, and all members of the executive committee shall be members of the board. The board may abolish the executive committee by resolution adopted at a meeting called for that purpose.
- The executive committee shall meet on call of the president, or whichever available officer is senior in rank, should the president be unavailable or the office vacant.

### Section 2. Nominating Committee.

- Each year the board shall nominate members for election to the board of directors. The president shall provide notice at the annual meeting of individuals for consideration by the members and attendees at the meeting.

### Section 3. Other Committees.

- The board of directors may appoint ~~such~~ committees as ~~are~~ deemed necessary for the efficient operation of the organization.

## ARTICLE VI. ELECTIONS

### Section 1. Directors.

- Terms of board members. Directors shall be nominated and elected at the annual meeting for a term of 3-years. The members at the annual meeting shall elect all directors. A director's term commences at the adjournment of the annual meeting at which the director is elected. Terms of directors shall be staggered.

### Section 2. Officers.

- Terms of principal officers—president, vice president, secretary, treasurer—shall be elected by and from the board of directors at the next meeting of the board following the annual meeting. Officers serve for a period of one year or until their successors are elected and qualified.

- Other officers as specified in Article V shall be elected or appointed by the board of directors to specified or indefinite terms consistent with the nature of their duties.

#### **ARTICLE VII. MEETINGS**

##### **Section 1. Meetings of the Board of Directors.**

- The Board of Directors shall strive to meet monthly on the 1st Wednesday. By agreement, a meeting may be conducted by a Group email exchange. 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 phone, or e-mail as to the meeting time and place.

The members of the Board of Directors present shall constitute a quorum at any regular or special meeting.

##### **Section 2. Meetings of the Membership.**

- The Board of Directors shall decide the date of the annual meeting of this organization in the first Quarter. Other meetings of the membership shall be held as called by the Board of Directors.
- 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 twenty-five (25) members. When a special meeting of the members is called, each member shall be notified in person or by mail as to the time and place and purpose of the meeting.

#### **ARTICLE VIII. AFFILIATION WITH THE STATE HISTORICAL SOCIETY OF WI.**

##### **Section 1. Authority for Affiliation.**

- This organization is an affiliate of the State Historical Society of Wisconsin by virtue of the 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 of Wisconsin.
- As an affiliate, this organization is a member of the State Historical Society of Wisconsin 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.
- This organization may terminate affiliation through restatement or amendment of its articles of incorporation and amendment to its bylaws. The State Historical Society of Wisconsin may terminate affiliation by formal resolution of the Board of Curators, a copy of which shall be deposited with the Wisconsin Department of Financial Institutions.
- The following shall be causes for termination of affiliation by the State Historical Society of Wisconsin, but extenuating circumstances shall be taken into account before action to terminate affiliation is taken by the Board of Curators:
  - Failure to hold annual elections for three (3) consecutive years.
  - Failure to submit annual reports to the Office of Local History for three (3) successive years.

- Consistent failure to hold meetings for the membership as set forth in Section 2, Article VI of these bylaws.
- Failure to maintain state and federal tax-exempt status.
- Failure to maintain proper donor, accessioning, cataloging, and financial records and minutes of the meetings.

### **Section 2. Responsibilities.**

- It shall be the responsibility of this organization to submit an annual report to the Office of Local History of the State of Wisconsin which shall include the results of annual elections, the names and addresses of all officers and directors, and such other information as may be requested at given times for the purpose of accumulating data for the benefit of this and affiliated organizations.
- The State Historical Society of Wisconsin shall be notified of all changes in the articles of incorporation and bylaws.
- In order to protect the interests of donors and contributors, this organization shall install and maintain state and federal tax-exempt status as required Article I of these bylaws.

### **Section 3. The Role of the State Historical Society of Wisconsin in Affiliation.**

- The State Historical Society of Wisconsin shall send notices and announcements of ~~the~~ meetings and activities of the State Society to the President of the organization whose name appears on the current mailing list, and whenever practical, such notices and announcements may be sent to the officers and directors ~~members~~ of this organization to the extent of which mailing lists ~~of~~ the organization provides the State Historical Society of Wisconsin.
- The organization shall receive without charge such publications and periodicals as prescribed by Wis. Stats. 44.03(5) and as the State Society shall determine.
- To the extent to which staff time and funds permit, the State Historical Society of Wisconsin shall extend its professional and technical services to this affiliate. In general such services shall be without cost to the affiliate, however, extended and costly services may be negotiated on a cost-sharing basis. The Office of Local History is designated as the principal liaison office and advisor for the affiliate.

### **Section 4. The Wisconsin Council for Local History.**

- This organization shall be member of the Southwest region of the Wisconsin Council of Local History, the association of the affiliates of the State Historical Society of Wisconsin established by the Board of Curators in 1961 through the authority of s.44.03 (5) of the Wisconsin Statutes. All members, officers, and directors of this organization are entitled to attend the annual regional conventions of the Council and its annual state convention held in Madison in conjunction with the Annual Institute for Local History.
- The President of this organization, or an appointed delegate, may attend the regional conventions to give an oral report on the activities of the organization, or, whenever circumstances prevent, shall submit a written report to be read by the Regional Chairman.

## ARTICLE IX. DISSOLUTION

### Section 1. Voluntary Dissolution.

- 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 of Wisconsin whereupon the State Society shall supply necessary legal forms and instructions to be followed in effecting the dissolution.
- Upon ratification by the members of a vote by the Board of Directors to dissolve the organization, the following steps shall be taken:
  - Satisfy all liabilities and obligations;
  - Satisfy all conditions stipulated in agreements with donors;
  - Distribute all remaining assets exclusively for educational purposes to one or more historical societies, libraries, museums, or educational institutions, state, county, town, or municipally operated or incorporated exclusively for educational purposes in accordance with s.181.1401 and s44.03 of the Wisconsin Statutes and section 501(c)(3) of the Internal Revenue Code.
  - Complete the appropriate legal forms certifying to the results of the vote on dissolution and compliance with the above procedures for dissolution and distribution of assets, submitting same to the proper authorities.

### Section 2. Involuntary Dissolution.

- In the event the organization becomes so inactive that there are no remaining officers, directors, or members to effect voluntary dissolution, proceedings for involuntary dissolution may be initiated by the State Historical Society of Wisconsin in accordance with the provisions of s.44.03(3) of the Wisconsin Statutes.
- 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 be vested in the State Historical Society of Wisconsin and all remaining assets shall be distributed in the same manner as stipulated in Section 1, of this article of the bylaws, with the first offer being made to whatever county or local governmental unit that may have aided the organization financially.

## ARTICLE IX. AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of members present at any regular meeting or special meeting called for the purpose, provided the amendment is either submitted in writing to the membership thirty (30) 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.

Technical amendments to make intent clear, to correct clerical or drafting errors, or to more accurately reflect current practices may be made without being brought to the entire membership for a vote if 3/4<sup>THS</sup> of the members of the board of directors vote for such amendments.

**CERTIFICATE OF ADOPTION**

It is hereby certified that the foregoing bylaws of this corporation were adopted by the membership present at the 27 annual meeting at 1022 Blue Mounds Street, Black Earth, WI 53515-0214, on the 10TH day of February, 2019

Black Earth Historical Society  
1022 Blue Mounds Street,  
Black Earth, WI 53515-0214

By the following vote:

Number of members having voting rights \_\_\_\_\_

Number voting in person \_\_\_\_\_

Number voting by Proxy \_\_\_\_\_ Mail \_\_\_\_\_ Email

Number voting for \_\_\_\_\_ Number voting against \_\_\_\_\_

\_\_\_\_\_  
**Paul Skalet President**

\_\_\_\_\_  
**Jan Cowan Secretary**