

PROPOSED REVISIONS (In bold and underlined)
To Be Voted on by the Membership at the 2021 Annual Meeting

**BYLAWS
Of The
DANE COUNTY HISTORICAL SOCIETY**

PREAMBLE

These Bylaws shall supersede all previous Bylaws and amendments thereto and shall be consistent with the provisions of Chapter 181, Section 44.03, Wisconsin Statutes, and the Articles of Incorporation, and all subsequent restatements and amendments thereto filed with the Corporations Section, Wisconsin Department of Financial Services Secretary of State, under which this organization is incorporated as a nonstock, nonprofit 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, Section 44.03, Wisconsin Statutes, and Robert's Rules of Order shall govern proceedings of this organization not herein provided for.

ARTICLE I. PURPOSES AND OBJECTIVES

As stated in the Articles of Incorporation, as amended May 16, 1985, the Dane County Historical Society is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its mission is to preserve, advance and disseminate knowledge of the history of Dane County, Wisconsin in the manner hereinafter prescribed. The purposes are to:

Bring a heightened public awareness of the heritage of the people of Dane County.

Promote the preservation of historic places, artifacts, and documents related to Dane County and its citizens.

Establish and maintain a repository for historical archives and records that enhance knowledge of Dane County's past.

Provide a means through which persons can express interest in Dane County's past.

Encourage the work of local historical societies and other organizations concerned with Dane County history to provide appropriate coordination of effort.

Section 1. Libraries, Museums, Historic Sites, and Archives and Records Center

a. This corporation may establish and operate a local history museum, a local history library, an archives and records center, and one or more historic sites. These facilities may be combined or may be separate facilities. Singly or in combination, they may be developed and operated solely by this corporation, or they may be developed and operated in coordination with any other local historical society, educational organization, city council, county board, state ~~of or~~

local agency, or such other civic or patriotic organizations as qualify for affiliation under the provisions of Chapter 181, Section 44.03(2) *Wisconsin Statutes*.

b. As time and funding permit, practices and procedures in the collection, accessioning, cataloging, use, and display of museum and library material 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.

Section 2. Research and Publication

a. The resources of this organization may be used for research and publication, including projects in oral history; historic sites inventories, maps, and marking; administration of a center for archival preservation; printing and distribution of newsletters, periodicals, books, and brochures relating to state or local history.

b. Books and research materials and 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.

c. Books and other literature may be purchased 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

a. With the approval of the Board, the expenditure of funds may be made for speakers and other expenses of meetings and special events; tours; junior historian projects; museum, site, and library-related activities; administration and operating costs; other programs, projects, and activities for the furtherance of the Society's purposes as stated in ARTICLE I.

ARTICLE II. MEMBERSHIP

Section 1. Qualifications

a. 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.

b. The membership year shall be from January 1 through December 31. Membership shall terminate automatically for nonpayment of dues sixty (60) days following the date on which payment is due and that shall be February 28. Memberships terminated for nonpayment of dues shall be reinstated as of the date payment is received and shall continue until the end of the membership year. New members joining on or after November 1 shall remain members through the following membership year without additional charge. Those joining earlier in the year shall remain members until the end of the current year.

Section 2. Classification and Dues

a. ~~Membership shall be of six categories as follows: individual, family, contributing, sustaining, business and professional, and student (18 and under);~~

a. Membership categories and dues for each class shall be set by the board of directors.

b. The annual dues for each class of membership shall be determined by the Board of Directors at any scheduled meeting, provided the agenda for such meeting is mailed to Board members not less than ten days before the meeting. However, the amount of annual dues shall be changed no oftener than once a year.

Section 3. Voting and Privileges

a. Each adult member shall be entitled to one vote 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. Each adult included in the family membership shall be entitled to the same voting rights and privileges.

c. Non-adults included in family memberships and student members shall not be entitled to the same voting rights and the same benefits and privileges as other members.

d. An individual who subscribes to a business and professional membership shall be entitled to the same voting rights and the same benefits and privileges as other members.

e. Although life membership is no longer offered, those who joined earlier as life members shall retain their voting rights and membership privileges.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Composition of the Board

a. The Board of Directors shall consist of no fewer than five and no more than eleven members in good standing from among whom the officers shall be chosen, provided that no reduction in the number of directors shall reduce the term of office of any director then serving.

b. Elections to the Board shall be per the provisions of ARTICLE V, Section 1 of these Bylaws.

c. To ~~insure~~ ensure countywide representation, every effort should be made to ensure that at least four members of the Board shall have a residence outside of Madison.

d. The presidents of other historical societies in the county, the chairman of the Dane County Board of Supervisors or designee, the director of the Madison Public Library or designee, and the coordinator of the Dane County Library Service or designee shall be ex officio members of the Board of Directors without the right to vote.

d. The Board may elect a former board member, after his/her term of office shall have expired, as a Board Member Emeritus to honor those who have given distinguished service as members of the Board of Directors. The Board of Directors shall establish selection criteria for awarding of Board Emeritus Status. Emeritus status for any specific board member shall be nominated by the Board of Directors and voted on by the full membership at the annual meeting. Emeritus Board Member status is honorary. Emeritus Board Members are not entitled to vote on Board decisions.

Section 2. 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. The Board's powers shall include the establishment of dues; the designation of a fiscal year; the authorization of expenditures; the hiring and termination of employment of staff members; contracting for the purchase of services; the creation and implementation of policies for the development, operation, and maintenance of facilities.

b. The Board of Directors shall have the power to create or terminate permanent and special committees unless otherwise provided for in the Bylaws. Appointments to committees shall be made by the President with the consent of the Board.

c. The Board of Directors shall make a report of its actions and recommendation at the annual meeting of the members.

d. The Board of Directors shall adopt and enforce policies for conflicts of interest for board members, officers, and staff members of the organization.

e. The Board of Directors shall adopt and enforce policies for the retention of documents.

ARTICLE IV. OFFICERS

Section 1. Classification of Officers

a. The Officers shall be President, Vice-President, Secretary, and Treasurer. The Officers shall be elected in the manner prescribed in ARTICLE V, Section 2. They shall constitute the Executive Committee with the power to act for the Board between meetings.

b. Other officers such as Archivist, Curator, or Historian may be elected or appointed as the Board of Directors may determine.

Section 2. Duties

a. Officers shall perform the duties traditional to their offices and in conformity to State Statutes and *Revised Robert's Rules of Order* and may assume such other duties as the Board may request, among which may be the chairing of permanent and special committees. However, no two offices may be combined, except for Secretary and Treasurer.

b. The President, or his/her designee, shall cause applications for state and federal tax-exempt status to be made, and such status shall be kept in force through the timely filing of information returns and subsequent annual reports as required by the State Historical Society, the Internal Revenue Service, the Wisconsin Department of Financial Institutions and the Wisconsin Department of Revenue.

The Secretary shall take and preserve minutes of all meetings of the organization and the Board, have them available to all members, and notify members and Directors of annual, regular, and special meetings. It shall be the duty of the Secretary or his/her designee to distribute copies of the Bylaws to each member of the Board of Directors.

The Treasurer shall receive and deposit in a bank or other financial institution designated by the Board all monies and securities; shall keep complete and accurate records; shall disburse funds in accordance with Board directives; shall submit to the Board monthly or quarterly financial reports; shall submit an annual report to the Board and membership at the annual meeting.

c. All Officers and Directors shall familiarize themselves with these Bylaws and the Articles of Incorporation upon their election.

Section 3. Removal; Vacancy

a. Any elected or appointed officer may be removed, with or without cause, by a vote of the Directors in office.

b. Upon the death, resignation, or removal from office of any elected or appointed officer, the vacancy created may be filled for the unexpired term by the Board of Directors.

c. Directors may be removed by the action of the membership in accordance with Wisconsin non-stock corporation law.

d. Directors may be removed by the action of the Board of Directors for failure to adhere to meeting attendance requirements established at or before the commencement of the Director's term.

ARTICLE V. ELECTIONS

Section 1. Directors

a. Directors shall be elected by the members at the annual meeting of the organization. One-third of the Directors shall be elected each year.

b. Vacancies among directors occurring before the expiration of term shall be filled by election of the Board of Directors upon nomination by the Nominating Committee and those so elected shall complete the term of Directors they replace.

Section 2. Officers

a. Officers shall be elected annually by the Board of Directors from among their number at the first meeting of the Board following the annual meeting. A quorum of Board members must

be in attendance for the election of officers. Officers shall serve for a period of one year and until their successors are chosen.

Section 3. The Nominating Committee

- a. The Nominating Committee shall be appointed by the President no later than three months 30 days before the annual meeting.
- b. The Nominating Committee shall prepare a slate of candidates for election of Directors ~~and of Officers~~. The slate shall include only one name for each position. The presentation of the slate at election the annual meetings shall constitute the report of the Nominating Committee. A request for nominations from the floor shall follow the presentation of the Nominating Committee's report. ~~The committee shall also nominate candidates for any vacancy that occurs during the year.~~
- c. The Nominating Committee shall be responsible for the distribution and counting of ballots. In the event of only one candidate for an Office or Board position, voice voting may be used. The Presiding Officer shall announce the results of the election.

ARTICLE VI. MEETINGS

Section 1. Meetings of the Board of Directors

- a. The Board of Directors shall meet not less frequently than quarterly, at a time and place decided upon by the ~~President Board~~. Special meetings of the Board may be called by the President or by any three members of the Board. Each Director shall be notified by the President or the Secretary in person, by telephone, ~~or~~ by mail, or by electronic means as to the time, place, and purpose of the a special meeting.
- b. A simple majority of the current Board of Directors present and eligible to vote shall constitute a quorum at any regular or special meeting of the Board.

Section 2. Meetings of the Membership

- a. The annual meeting of the organization shall be held each year in April, ~~or~~ May, ~~or~~ June or at a time and place determined by the Board of Directors. Notice of the annual meeting shall be given, no more than 50 days, and no less than 10 days before the meeting, in accordance with the Wisconsin non-stock corporation law.
- b. Special meetings of the membership may be called by the President, the Board of Directors, or by a written request of five members of the Society. When a special meeting of the members is called, each member entitled to vote shall be notified by the Secretary by mail in accordance with the Wisconsin non-stock corporation law as to the time, place, and purpose of the meeting.
- c. A number equal to the number of elected Directors (~~5-11~~) plus one shall constitute a quorum at any annual, regular or special meeting of the membership.

ARTICLE VII. AFFILIATION WITH THE STATE HISTORICAL SOCIETY

Section 1. Authority for Affiliation

- a. This organization is an affiliate of the State Historical Society by virtue of incorporation under the provisions of Chapter 181, Section 44.03, 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 the Wisconsin Council for Local History and is entitled to one vote 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 Corporations Section of the Department of Financial Institutions.
- d. The following shall be causes for termination of affiliation by the State Historical Society, but extenuating circumstances shall be taken into account before action to terminate affiliation is taken by the Board of Curators:
 - (1) Failure to hold annual elections for three consecutive years
 - (2) Failure to submit annual reports to the Wisconsin Historical Society for three successive years
 - (3) Consistent failure to hold meetings for the membership as set forth in ARTICLE VI, Section 2, Paragraph a. of these Bylaws
 - (4) Failure to maintain the Society as a non-stock corporation state and the Society's federal tax-exempt status
 - (5) Failure to maintain proper donor, accessioning, cataloging and financial records, and minutes of the meetings.

Section 2. Responsibilities

- a. It shall be the responsibility of this organization to submit an annual report to ~~the Office of Local History of~~ the Office of the State Historical Society which shall include the results of annual elections, the name and addresses of all Officers and Directors, and such other information as may be requested at given times to accumulate data for the benefit of this and other affiliated historical organizations.
- b. The State Historical Society shall be notified by staff, the President, or the Secretary of all changes in the Articles of Incorporation and the Bylaws.
- c. To protect the interests of donors and contributors this organization shall install and maintain standard accessioning and cataloging procedures and shall maintain state non-stock corporation and federal tax-exempt status as required by ARTICLE IV, Section 2, Paragraph b of these Bylaws.

Section 3. The 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 whose name appears on the current mailing list, and whenever practical such notices and announcements may be sent to the Officers, Directors, and members of this organization to the extent to which the organization provides the State Historical Society with current membership mailing lists.
- b. This organization shall receive without charge such publications and periodicals as the State Society shall determine, including the Wisconsin Magazine of History, Columns, etc. Exchange and the Office of Local History newsletter.
- d. To the extent to which staff time and funds permit, the State Historical Society 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 advisory for the affiliate.

Section 4. The Wisconsin Council for Local History

- a. This organization shall be a member of the Capital Region of the Wisconsin Council for Local History, the association of the affiliates of the State Historical Society established by the Board of Curators in 1961 through the authority of Chapter 181, Section 44.03(5), Wisconsin Statutes. All members, Officers, and Directors of this organization are entitled to attend the annual regional and annual meetings conventions of the Council and its annual state convention held in Madison in conjunction with the Annual Institute for Local History.
- 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 circumstances prevents, shall submit a written report to be read by the regional chairperson.
- c. In the year in which the name of this organization reaches the top of the list in the annual alphabetical rotation of the names of the affiliates in the region, the President of the organization, or an appointed delegate, shall serve as regional convention chairperson. In the year of service as regional convention chairperson, this organization shall sponsor and conduct a regional convention over which the President shall preside.

ARTICLE VIII. DISSOLUTION

Section 1. 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 effecting the 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:

- (1) Satisfy all liabilities and obligations
- (2) Satisfy all conditions stipulated in agreements with donors
- (3) Per ARTICLE 10b of the Amended Articles of Incorporation of the Dane County Historical Society, Inc., dated May 16, 1985, "Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 ..., as the Board of Trustees shall determine".
- (4) Complete the appropriate legal forms certifying the results of the vote on dissolution and compliance with the above procedures for dissolution and distribution of assets, submitting the same to the State Historical Society and the Corporations Section, Department of Financial Institutions on approval of the Board of Curators, filing the documents with the Secretary of State.

Section 2. Involuntary Dissolution

a. In the event the organization becomes so inactive that there are ~~not~~ no remaining Officers, Directors, or members to effect voluntary dissolution, proceedings for involuntary dissolution may be initiated by the State Historical Society in accordance with the provisions of Chapter 181, Section 44.03(3), *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. All remaining assets shall be distributed in the same manner as stipulated in Section 1, Paragraph b(3), of this article of the Bylaws.

ARTICLE IX. AMENDMENTS

These Bylaws may be amended by a two-thirds vote of members present at the annual meeting or a special meeting called for the purpose, provided that the amendment is submitted in writing to the membership at least thirty days before the meeting, and provided that a quorum is present (a number equal to the number of elected Directors plus one).

CERTIFICATE OF ADOPTION

It is hereby certified that the foregoing revised Bylaws of this corporation were adopted at the Annual Membership Meeting of the Dane County Historical Society, Inc. in Madison, Wisconsin on **September 28, 2021**, by the following vote:

Number of members qualified to vote: 97

Number of members present and voting: 18

Number of votes for: 18 Number of votes against: 0

President

Signature

Date

Secretary

Signature

Date