

BYLAWS

Friends Of Scandinavia History
May 10, 2011

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 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 in the manner hereinafter prescribed, knowledge of the history of the Village and Township of Scandinavia, Wisconsin.

Section 1. Libraries, Museums, and Historic Sites.

- a. As time and circumstance and the will of the members dictate, this corporation may establish and operate a local history museum, a local history library, and one or more historic sites. These facilities may be combined into one facility 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 co-operation with any other educational organization, city council, county board, or state or local agency or such civic or patriotic organizations qualifying for affiliation under the provisions of section 44.03(2) of the Wisconsin Statutes.
- b. To the extent to which human and financial resources shall permit, practices and procedures in the collection, accessioning, cataloging, use, and display of 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 divisions of the State Historical Society.
- c. The president shall cause applications for state and federal tax exempt status to be made, and such status shall be kept in force through the filing of subsequent annual reports as required by the Internal Revenue Service and the Wisconsin Department of Revenue.

Section 2. Research and Publications.

- a. 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 printing and distribution of newsletters, periodicals, books, and such other literature as may relate to state or local history.

- b. 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.
- c. 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.

- a. The expenditure of funds to pay for speakers and other expenses of meetings and special events for the membership and/or for the general public; for tours; for junior 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 purposes for which this organization is incorporated may be made in the manner approved by the board.

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. Membership shall terminate automatically for non-payment of dues thirty days following the date on which payment is due. Memberships terminated for nonpayment of dues shall be reinstated as of the date payment is made.

Section 2. Classification and Dues.

- a. Memberships shall be of five classes as follows: **adult 1 year, adult 5 years, household 1 year, household 5 years, lifetime.**
- b. The annual dues for each class of membership shall be in such amounts as the Board of Directors shall determine.

Section 3. Voting and Privileges.

- a. Each **adult** 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. Each adult included in the **household** membership shall be entitled to the same voting rights and privileges as pertain to the **adult 1 year** membership.
- c. **This category not applicable:** Non-adults included in family memberships and junior historian members shall not be entitled to vote except under such circumstances as shall be set forth in the regulations and proceedings and they shall

enjoy such benefits and privileges as shall be set forth for their enjoyment and appreciation of membership.

- d. Life members shall be entitled to the same voting rights and privileges as pertain to annual memberships.
- e. **This category not applicable:** Businesses, industries, institutions, and any other organizations or groups subscribing to sustaining, contributing, or business and professional memberships shall be entitled to such voting rights, benefits, and privileges as shall be set forth for them in the regulations and proceedings of this organization.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Composition of the Board.

- a. The Board of Directors shall consist of three directors and those officers to whom board status is imputed under the provisions of Article IV of these bylaws. The total number of members on the Board of Directors, including those officers and directors, shall be six.
- 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 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. 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.
- b. 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 and which shall include a membership committee, a nominating committee, a program committee, a publicity or public relations committee and such accessioning and cataloging and museum and library committees as shall be required. The manner in which committee chairmen and committee members shall be appointed shall be set forth in the regulations and proceedings.

ARTICLE IV. OFFICERS

Section 1. Classification of Officers.

- a. The officers shall be a president, vice president, **secretary-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 2. 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 chairmanship 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 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. ELECTIONS

Section 1. Directors

- a. Directors shall be elected by the members at the annual meeting of the organization. At the first election of directors 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 shall become vacant each year and elections to these vacancies shall be for a period of three years.
- b. Vacancies among directors 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 2. Officers.

- a. Officers with board rank – president, vice-president, secretary-treasurer--elected by the **membership at the annual meeting** to serve for a period of **two years** and until their successors are chosen.
- b. Officers without board rank as specified in section 1b, 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 as 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.

Section 3. The Nominating Committee.

- a. The nominating committee shall prepare tickets of candidates for vacancies at each special or regular election of officers and directors. The tickets shall contain only one name for each vacancy. The presentation of the ticket at the election meeting shall constitute the report of the nominating committee. The request for nominations from the floor shall follow the presentation of the nominating committee's report.
- b. The nominating committee shall also be responsible for the distribution and counting of ballots at the election meetings. The presiding officer may announce the results of the election after the tabulation has been completed, or he may request that the chairman of the nominating committee shall announce the results.

ARTICLE VI. MEETINGS

Section 1. Meetings of the Board of Directors.

The Board of Directors shall meet **prior to the annual meeting on the same date**. 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 or by mail as to the time and place of such meeting.

- b. **Two members** of the 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 this organization **shall be the last meeting of each year**. Other regular meetings of the membership shall be held bi-monthly.
- 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 **10%** of the membership. 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.

2/3 of the membership present or voting by proxy shall constitute a quorum at any annual, regular, or special meeting of the membership.

ARTICLE VII. FINANCES

Section 1. Dues

- a. **Annual dues shall be paid at the first meeting of the year. The Board of Directors shall recommend to the membership and the affirmative approval of the membership present at a regularly scheduled business meeting shall determine the amount of the dues.**

Section 2. Treasury Transactions

- a. **The Secretary-Treasurer, shall collect dues, donations and memorial gifts, pay all routine bills, participated in all financial transactions and keep records of the same and report to the membership at regular scheduled meetings.**

Section 3. Limitations

- a. **The Board of Directors must approve any expense spent from the General Fund exceeding \$500.00. The Board of Directors and the membership must approve expenditures or transactions that will exceed \$1000.00. Money donated to special Project Funds, (Preservation Fund, Building Fund, etc.) need no approval for disbursement.**

ARTICLE VIII. 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 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.

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

- d. 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 Office of Local History for three successive years.
 - (3). Consistent failure to hold meetings for the membership as set forth in paragraph a, section 1, Article VI of these bylaws.
 - (4). Failure to maintain state and 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 State Historical Society 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 other affiliated organizations.
- b. The State Historical Society shall be notified of all changes in the articles of incorporation and the bylaws.
- c. In order to protect the interests of donors and contributors this organization shall install and maintain standard accessioning and cataloging procedures and shall maintain state and federal tax exempt status as required by paragraphs c and d of section 1, Article I 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. The organization shall receive without charge such publications and periodicals as the State Society shall determine, but such publications will include the Wisconsin Magazine of History, Columns, and Exchange. Exchange, the Office of Local History newsletter, shall be sent to all officers and directors whose names are on the State Society's current mailing list, but only one copy of the other publications shall be sent and they shall be mailed on behalf of the organization to the president.
- c. 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 officer and advisor for the affiliate.

Section 4. The Wisconsin Council for Local History.

- a. This organization shall be a member of the Central 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 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.
- 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 prevent shall submit a written report to be read by the regional chairman.

- c. In the year in which the name of this organization reaches the top of the list in the annual rotation of the names of the affiliates in the region the president of the organization or his/her appointed delegate shall serve as regional convention chairman. In the year of service as regional convention chairman the organization shall sponsor and conduct the regional convention over which the president shall preside.

ARTICLE IX. 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) 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. 181.51 and s. 44.03 of the Wisconsin Statutes and section 501(c)(3) of the Internal Revenue Code.
 - (4) 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 the same to the State Historical Society and after approval of the Board of Curators the document shall be filed with the Secretary of State.

Section 2. 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 for 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 be vested in the State Historical Society and all remaining assets shall be distributed in the same manner as stipulated in paragraph b, 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 X. AMENDMENTS

These bylaws may be amended by a 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.

CERTIFICATE OF ADOPTION

It is hereby certified that the foregoing bylaws of this corporation were adopted by Friends Of Scandinavia History (FOSH)

meeting at Scandinavia, Wisconsin on the 10th day of May, 2011

by the following vote:

Number of members having voting rights 28

Number voting in person or by proxy 18
(In person 18; by proxy 0)

Number voting for 18; Number voting against 0.

Doug Watson, President

Mary Peterson, Secretary

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