

# **BYLAWS OF THE PORTAGE COUNTY HISTORICAL SOCIETY**

## **ARTICLE 1. NAME**

The name of this organization shall be The Portage County Historical Society (PCHS).

## **ARTICLE 2. PURPOSES AND POWERS**

### **2.1 Purpose**

**2.1.1** PCHS is a non-profit organization and shall be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

**2.1.2** The purpose of this organization is exclusively educational and shall be to preserve, advance, and disseminate knowledge of the history of Portage County, Wisconsin.

**2.1.3** To maximize our impact, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for educational and charitable purposes.

**2.1.4** Per the discretion of the board of directors, PCHS may hire paid staff to advance the goals of the organization.

### **2.2 Powers**

The organization shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the educational purposes, for which the organization is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the organization may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### **2.3 Nonprofit Status and Exempt Activities Limitation**

**2.3.1 Nonprofit Legal Status.** PCHS is a Wisconsin non-profit public benefit corporation. PCHS is recognized as tax-exempt under Section 501(c)(3) of the United States Internal Revenue Code.

**2.3.2 Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the organization shall inure to the benefit or be distributable to any director, officer, member, or other private person, except

that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

## **2.4 Affiliation with the State Historical Society**

**2.4.1** PCHS is an affiliate of the State Historical Society by virtue of incorporation under the provisions of s. 44.03 of the Wisconsin Statutes. PCHS 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.

**2.4.2** PCHS is a member of the State Historical Society and of the Wisconsin Council for Local History and is entitled to a vote at all general meetings of the Society and the Council.

**2.4.3** PCHS may terminate affiliation through restatement or amendments 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.

**2.4.4** 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: (a) failure to hold annual elections for 3 consecutive years; (b) failure to submit annual reports to the Office of Local History for three successive years; (c) consistent failure to hold meetings for the membership as required by the Bylaws; (d) failure to maintain state and federal tax-exempt status; (e) failure to maintain proper donor, accessioning, cataloging, and financial records and minutes of the meetings.

## **2.5 Responsibilities**

**2.5.1** It shall be the responsibility of the president or designee 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 purposes of accumulating data for the benefit of this and other affiliated organizations.

**2.5.2** The State Historical Society shall be notified of all changes in the Articles of Incorporation and the Bylaws.

**2.5.3** In order to protect the interests of donors and contributors, PCHS shall install and maintain standard accessioning and cataloging procedures and shall maintain state and federal tax-exempt status.

## **2.6 The Wisconsin Council for Local History**

**2.6.1** PCHS shall be a member of the Wisconsin Council for Local History, the association of affiliates of the State Historical Society established by the Board of Curators in 1961 through the authority of par. 44.03 (5) of the Wisconsin Statutes. All members, officers, staff (if applicable), and directors of PCHS 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.

**2.6.2** The president of PCHS or an appointed delegate shall attend the regional conventions to give an oral report on the activities of PCHS or shall submit a written report to be read by the regional chairperson.

**2.6.3** In the year in which PCHS reaches the top of the list in the annual alphabetical rotation of the names of the affiliates in the region, the president of PCHS or an appointed delegate shall serve as regional vice chairperson, and in the following year shall serve as regional chairperson. In the year of service as regional chairperson, PCHS shall sponsor and conduct the regional convention over which the president shall preside. In both years the president may attend the three scheduled and any special meetings of the Advisory Committee of the Council as a voting member thereof. During membership on the Advisory Committee and thereafter the president shall be eligible to election as a state officer of the Council.

## **ARTICLE 3. MEMBERSHIP**

### **3.1 Qualifications**

Membership is open to any person, institution, or organization upon payment of annual dues. Membership shall terminate for non-payment of dues.

### **3.2 Classification and Dues**

Classes of membership and annual dues shall be determined by the board of directors.

### **3.3 Voting and Privileges**

Each member or one representative for each club, organization, or business/professional 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 policies and procedures of PCHS.

### **3.4 Meetings of the Membership**

**3.4.1** An annual meeting shall be held in April each year. The business shall include approval of the minutes of the last annual and any intervening general membership meetings, approval of the treasurer's report, election of board members, reports on activity during the past year, and highlights of plans for the upcoming year.

**3.4.2** Special meetings of the membership may be called by the president or the board or upon the written request of five (5) members. When a special meeting is called each member shall be notified two (2) weeks in advance as to the time, place, and purpose of the meeting.

**3.4.3** Twenty-five (25) members, or twenty-five percent of all existing members, whichever number is smaller, shall constitute a quorum at any annual or special meetings of the membership.

## **ARTICLE 4. BOARD OF DIRECTORS**

### **4.1 Number of Directors**

**4.1.1** PCHS shall have a board of directors consisting of at least six (6) and no more than twenty (20) directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

**4.1.2** The board of directors may establish a policy for granting honorary status to board members who have made significant contributions, allowing them to retain a connection with the organization in a non-voting, advisory capacity after leaving the board.

#### **4.2 Powers**

All organization powers shall be exercised by or under the authority of the board. The affairs of PCHS shall be managed under the direction of the board, except as otherwise provided by law.

#### **4.3 Terms**

All directors shall be elected to serve a three-year term; however, the term may be extended until a successor has been elected.

**4.3.1** Director terms shall be staggered so that approximately one third the number of directors will end their terms in any given year.

**4.3.2** Directors may serve up to two (2) terms in succession. Individuals are eligible for board service again after a one-year break.

**4.3.3** The term of office shall be considered to begin May 1 and end April 30 of the third year in office unless the term is extended until such time as a successor has been elected.

#### **4.4 Qualifications and Election of Directors**

To be eligible to serve as a director on the board of directors, the individual must be a member of PCHS and be a competent adult 18 years of age or older. Directors shall be elected by a majority the members of PCHS present at the annual meeting of the membership.

#### **4.5 Vacancies**

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director, or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

#### **4.6 Removal of Directors**

A director may be removed by two-thirds (2/3) vote of the board of directors then in office if the director is absent and unexcused from two or more meetings of the board of directors in a twelve-month period. The president is empowered to excuse directors from attendance for a reason deemed adequate by the president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the vice president shall excuse the president. A director may be removed by two-thirds (2/3) vote of the board of directors then in office, for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

#### **4.7 Board of Directors Meetings**

**4.7.1 Regular Meetings.** The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice

delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

**4.7.2 Special Meetings.** Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any five (5) other directors of the board of directors. A special meeting must be preceded by at least two (2) days notice to each director of the date, time, and place, but not the purpose, of the meeting.

**4.7.3 Waiver of Notice.** Any director may waive notice of any meeting in writing.

## **4.8 Manner of Acting**

**4.8.1 Quorum.** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

**4.8.2 Majority Vote.** Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

**4.8.3 Hung Board Decisions.** On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

**4.8.4 Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting using any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

**4.8.5 Compensation for Board Service.** Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

**4.8.6 Compensation for Professional Services by Directors.** Directors are not restricted from being remunerated for professional services provided to the organization, provided a conflict-of-interest policy is in force and has been approved by the board. Such remuneration shall be reasonable and fair to the organization and must be reviewed and approved in accordance with the board conflict-of-interest policy and state law.

## **ARTICLE 5. COMMITTEES**

### **5.1 Committee Formation and Authority**

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors and members, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may: (a) take any

final action on matters which also requires board members' approval or approval of a majority of all members; (b) fill vacancies on the board of directors; (c) amend or repeal these Bylaws or adopt new Bylaws; (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable; (e) appoint any other committees of the board of directors or the members of these committees; (f) approve any transaction to which the organization is a party and one or more directors have a material financial interest, or between the organization and one or more of its directors or between the organization or any person in which one or more of its directors have a material financial interest.

## **5.2 Meetings and Action of Committees**

Meetings and action of the committees shall be governed by the provisions of Article 4 of these Bylaws concerning meetings of the directors substituting the committee and its members for the board of directors and its members. However, the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. A summary shall be kept of each committee meeting and filed with the corporate records, and a report on all meetings and activities shall be provided to the secretary for sharing with the board. The board of directors may adopt rules for the governing committees consistent with these Bylaws.

## **5.3 Informal Action by The Board of Directors**

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, if a quorum of board members gives consent.

# **ARTICLE 6. OFFICERS**

## **6.1 Board Officers**

The officers of the organization shall be a president, vice president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. The officers shall be members of the board of directors for the duration of the term for which they are elected. The officers shall be the members of the executive committee. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional officers such as past president, as it deems expedient for the proper conduct of the business of the organization, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no officer may act in more than one capacity where action of two or more officers is required.

**6.1.1 President.** The president shall be the chief volunteer officer of the organization. The president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

**6.1.2 Past President** (optional) The past president shall be the immediate former president and must have completed their term of office. He/she serves a one-year (1) term as a board member and member of the executive committee with voting privileges.

**6.1.3 Vice President.** In the absence or disability of the president, the vice president shall perform the duties of the president. When so acting, the vice president shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall have such other powers and perform such other duties prescribed for them by the board of directors or the president.

**6.1.4 Secretary.** The secretary shall keep minutes of all meetings and actions of directors and collect reports from all committees to be shared with the board of directors. The minutes of each meeting shall state the time and place that it was held, and such other information as necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall give notice of all meetings of directors as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

**6.1.5 Treasurer.** The treasurer shall be the lead director for oversight of the financial condition and affairs of the organization. The treasurer shall oversee and keep the board informed of the financial condition of the organization and of audit or financial review results. In conjunction with other directors, officers, or staff (if applicable), the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the organization, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

## **6.2 Term of Office**

Each officer shall serve a two-year term of office and may not serve more than two (2) consecutive terms of office. Each officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected. An officer is permitted to exceed their term limit on the board of directors in order to finish their executive term but may not run for executive office beyond their board term limit.

## **6.3 Removal and Resignation**

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the organization without prejudice to the rights, if any, of the organization under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

# **ARTICLE 7. CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

## **7.1 Contracts and Other Writings**

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the organization shall be executed on its behalf by the treasurer or other persons to whom the organization has delegated authority to execute such documents in accordance with policies approved by the board.

## **7.2 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued

in the name of the organization, shall be signed by such officer or officers, agent or agents, of the organization and in such manner as shall from time to time be determined by resolution of the board.

### **7.3 Deposits**

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

### **7.4 Loans**

No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

### **7.5 Indemnification**

**7.5.1 Mandatory Indemnification.** The organization shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the organization against reasonable expenses incurred by him or her in connection with the proceedings.

**7.5.2 Permissible Indemnification.** The organization shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the organization, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

**7.5.3 Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the organization in these Bylaws.

**7.5.4 Indemnification of Agents and Employees.** PCHS may indemnify and advance expenses to an employee or agent of PCHS who is not a director, consistent with Wisconsin law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## **ARTICLE 8. MISCELLANEOUS**

### **8.1 Books and Records**

The organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the organization shall keep a copy of the organization's Articles of Incorporation and Bylaws as amended to date.

### **8.2 Fiscal Year**

The fiscal year of the corporation shall be from January 1 to December 31 of each year.



### **8.3 Conflict-of-Interest**

The board shall adopt and periodically review a written conflict-of-interest policy to protect the organization's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers. In the absence of such a policy, the board may not enter into any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

### **8.4 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of PCHS not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

### **8.5 Bylaw Amendment**

**8.5.1** These Bylaws may be amended, altered, repealed, or restated by a vote of two-thirds (2/3) of the members present at any regular meeting of the membership or special meeting of the membership called for the purpose of amending the Bylaws provided the amendment is either submitted in writing to the membership thirty (30) days prior to the meeting or presented for an open discussion at the meeting prior to the one set for action on the amendment.

**8.5.2** No amendment shall be made to these Bylaws which would cause the organization to cease to qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

**8.5.3** The amendment shall be consistent with the Articles of Incorporation.

### **8.6 Articles Amendment**

The Articles of Incorporation may be amended by approval of two-thirds (2/3) of the members present at a membership meeting.

## **ARTICLE 9. DISSOLUTION**

### **9.1 Voluntary Dissolution**

**9.1.1** 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 apply necessary legal forms and instructions to be followed in affecting the dissolution.

**9.1.2** Upon ratification by the members of a vote by the board of directors to dissolve the organization the following steps shall be taken: (a) satisfy all liabilities and obligations; (b) satisfy all conditions stipulated in agreements with donors; (c) 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 181.51 and par. 44.03 of the Wisconsin Statutes and Section 503(c)(3) of the Internal Revenue Code; (d) 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 after approval of the Board of Curators the document shall be

filed with the Secretary of State.

**9.2 Involuntary Dissolution**

**9.2.1** 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 par. 44.03 (3) of the Wisconsin Statutes.

**9.2.2** 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 the voluntary dissolution article of the Bylaws, with the first offer being made to whatever county or local governmental unit that may have aided the organization financially.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I hereby certify that the above stated Bylaws of the Portage County Historical Society were approved by the Portage County Historical Society membership on \_\_\_\_\_ and constitute a complete copy of the Bylaws of the corporation.

\_\_\_\_\_  
Lorry Walters, Secretary

\_\_\_\_\_  
Date