

Proposed Amendments May 2021

BYLAWS

of the

Beloit Historical Society

Adopted May 16, 2014

Amended May 20, 2016

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 Department of Financial Institutions under which this organization is incorporated as a non-stock, non-profit corporation affiliated with the Wisconsin Historical Society 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's Rules of Order shall govern the proceedings of this organization not herein provided for.

ARTICLE I. NAME

The name of this organization shall be the Beloit Historical Society, and its headquarters shall be in the City of Beloit, Wisconsin.

ARTICLE II. MISSION

The mission of the organization shall be ~~the collection, preservation, and dissemination of materials and information relating to the history of the City of Beloit and its surrounding area.~~ "sharing Beloit's history to enhance community pride".

More particularly, its objectives shall be:

- a. ~~Locating and collecting To locate and collect~~ any material that may help establish or illustrate the history of the City of Beloit and its surrounding area. These materials shall be collected, preserved, and exhibited in accordance with all laws and regulations that may apply to the collection, possession, and exhibition of such materials.
- b. ~~Disseminating To disseminate~~ historical information to any interested persons, groups, and institutions and to arouse interest in the history of the City of Beloit and its surrounding area by any of the following means: publishing historical materials either in print or electronically; holding meetings featuring workshops, lectures, or informative programs; conducting historic tours; marking or restoring historic buildings and sites; operating a museum or historic site; and/or any other related activity the organization may so choose to undertake.
- c. ~~Making To make~~ this material available for the appreciation, enjoyment, study, and research of individuals, scholars, and the general public at large.

- d. ~~Accomplishing To accomplish~~ these goals through the establishment of clearly defined and generally accepted collection, conservation, and interpretation policies and procedures.
- e. ~~Ensuring To ensure~~ that all programs, functions, and events of the organization, including membership, shall be made available to anyone regardless of race, color, age, national origin, marital status, disability, religious or political affiliation, sex, or sexual preference.
- f. To the extent practicable, make its facilities accessible to the public.
- g. That this organization shall have the power to own property, apply for and receive grants, accept bequests, and establish and maintain an endowment fund for carrying out the above-stated purposes.

ARTICLE III. MEMBERSHIP

Section 1. Qualifications.

- a. Any person, partnership, association, corporation, or other organization may become a member of this organization 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 ~~sixty 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.

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

Section 3. Voting Privileges.

Each ~~individual~~ member shall be entitled to one vote, ~~Family and Sustaining memberships up to two votes~~, at all meetings and shall be entitled to such benefits and privileges as shall be set forth in the regulations and proceedings of the organization.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition of the Board.

- a. The total number of members on the board of directors shall be no fewer than ten and no more than twelve.
- b. ~~The Executive Director shall serve as a non-voting member of the board.~~

- c. Elections to the board shall be in accordance with the provisions of Article VII 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 includes, but is not limited to, the appointment of standing or special committees; 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.

Section 3. Duties of the Board.

- a. The board of directors shall make a report of its actions and recommendations at the annual meeting of the members.
- b. The board of directors shall adopt and enforce policies for conflicts of interest for board members, officers, and staff members of the organization.

ARTICLE V. ~~ELECTED~~ OFFICERS

Section 1. Classification of Officers.

- a. The principal ~~elected~~ officers shall be president, vice-president, ~~secretary~~, and treasurer and such officers shall perform the duties traditional to their offices and in conformity to state statute and Robert's 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. The posts of president and vice-president cannot be held by the same person, otherwise any two offices may be combined.
- b. ~~The Executive Director shall serve as the board secretary.~~
- c. Other officers such as archivist, curator, or historian may be elected or appointed as the board of directors may determine.

Section 2. Removal; Vacancy.

- a. Any elected or appointed officer may be removed, with or without cause, by vote of the directors then 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 action of the membership in accordance with the Wisconsin non-stock corporation law.
- d. Directors may be removed by action of the board of directors for failure to adhere to meeting attendance requirements established at or before commencement of a director's term.
- e. Upon the death or resignation of a director, the vacancy created may be filled by the board of directors until the next annual meeting of members, at which time any remainder of the unexpired term shall be filled by election by the membership.
- f. Within the limits set in Article IV Section 1a, the board of directors at its discretion may change the number of directors. However they may not eliminate a seat that is currently held. The appointment of new directors under this section shall be subject to the confirmation of the membership at the next annual meeting.

Section 3. Duties.

- a. 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.
- b. 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 office.
- c. 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 of 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.
- d. 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 serve as Chair of the Finance Committee. ~~The treasurer shall prepare a monthly summary of the operating funds, the endowment funds and capital improvement funds to be distributed to the Board for review and approval.~~

~~The treasurer may deposit the funds of the Society in one or more banks at his/her discretion but shall not invest or withdraw monies without the authorization from the Board.~~

- e. 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.
- f. 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 VI. COMMITTEES

Section 1. Executive Committee.

- a. Executive Committee. Between meetings of the board, the affairs of the organization may be conducted by an executive committee composed in the manner provided in this section. The committee shall possess all powers of the board when the latter is not in session, 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 taken by it to the next succeeding meeting of the board.
- b. The executive committee shall consist of the president, vice-president, ~~secretary~~, and treasurer. The immediate past president shall serve as an ex-officio member.
- c. 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~~

~~Every year the president shall appoint a nominating committee of three (3) or more voting members to nominate members for election to the board of directors. The president, or the president's designee, shall provide a written notice either in print or electronic form at least thirty (30) days in advance of the annual meeting, which is readily accessible to all the organization's members. Such a notice will notify the organization's membership of the possibility of nominating individuals for consideration by the nominating committee and the process for which nominations can be made.~~

Section ~~3-2. Other~~ Standing Committees.

- a. Governance Committee. The board president shall serve as chair of this committee and recommend at least three (3) and no more than five (5) other directors. The primary responsibilities of the Governance Committee shall be to identify, recruit, and nominate individuals to serve as directors; to provide development opportunities for directors; and to oversee an assessment process to ensure optimum performance of the board. Identification of well-qualified individuals shall result from a planned process designed to obtain influential, knowledgeable, and representative leadership for the organization.
- b. The Finance Committee shall be responsible for oversight of all fiscal matters of the society. These responsibilities include but are not limited to: ~~development of and~~ monitoring the annual budget, development of prudent short and long term investment policies, management of the endowment, grant writing, fund raising, audits, money handling policies, and other related fiscal matters. The Treasurer shall chair the finance committee.
- ~~c. The Education and Outreach Committee shall be responsible for the development of membership and marketing materials as well as programs and publications directed to our membership, school groups and the general public.~~
- c. The Education and Outreach Committee shall be responsible for developing, coordinating, and promoting programs and events directed to our membership, schools, and the general public. The committee will work closely with the Programs Coordinator.
- ~~d. The Property Committee shall be responsible for our physical assets; namely our buildings and grounds at Hanchett Bartlett Homestead and Lincoln Center. Among the concerns of this committee are: maintenance, repair and remodeling of our buildings and structures; site planning, and development.~~
- d. The Collections Committee shall be responsible for all matters of policy and procedure relating to the collections of the Beloit Historical Society. The committee recommends collection related policies for approval by the board and develops the procedures by which the policies are implemented. Such policies and procedures shall include acquisition, registration and accession of new objects, deaccession of objects, and incoming and outgoing loans. The committee shall also assist in planning for all other aspects of collection care, conservation, access, management and use.

Section 4. Other Committees.

The board of directors may appoint such other committees as are deemed necessary for the efficient operation of the organization. Committees of the board shall be composed ~~of three (3) or more board members. Other committees may include~~

~~directors, officers, or regular members of the organization.~~ Of at least one board member, and other qualified interested individuals.

ARTICLE VII. ELECTIONS

Section 1. Directors.

- a. Terms of board members. Directors shall be nominated in accordance with the provisions of Article VI, Section 2 of these bylaws. All directors shall be elected by the members at the annual meeting of members. A director's term commences at the adjournment of the annual meeting of members at which the director is elected, and lasts for three (3) years, ~~or until the director's successor is elected and qualified.~~ The terms of directors shall be staggered.
- b. No board member shall serve more than two consecutive three year terms without taking at least a year off from service on the board.

Section 2. Officers.

- a. Terms of principal officers – president, vice-president, ~~secretary~~, treasurer – shall be elected by and from the board of directors at a meeting of the board immediately following the annual meeting of members to serve for a period of one year or until their successors are elected and qualified.
- b. Other officers as specified in Article V, Section 1, paragraph b, shall be elected or appointed by the board of directors at a meeting of the board to specified or indefinite terms consistent with the nature of their duties and as determined by the board.

ARTICLE VIII. MEETINGS

Section 1. Meetings of the Board of Directors.

- a. The board of directors shall meet at least ~~four to six~~ ~~eight~~ times per year. Special meetings of the board may be called by the president or by any three members of the board, and each director shall be notified in person, by mail, or by email as to the time and place of such meeting.
- b. A simple majority of the sitting board of directors present and eligible to vote shall constitute a quorum at any regular or special meeting of the board.
- c. The president or designee may, if necessary, poll the directors on any matter by telephone, electronic mail or facsimile. Board members may vote by electronic applications and the electronic vote shall have the same force as a vote taken at a regular or special meeting and may be accepted without further inquiry by any

person. The secretary shall file the electronic vote with the minutes of the meetings of the board.

Section 2. Meetings of the Membership.

- a. The date of the annual meeting shall be set by the board of directors in may of each year. Notice of the meeting will be given at least thirty (30) days in advance of the meeting.
- b. Special meetings of the membership may be called by the president on the instruction of the board of directors or upon written request of ~~10~~ ten per cent (10%) of the membership. When a special meeting of the members is called each member shall be notified in person, by mail, or by email as to the time and place and purpose of the meeting at least thirty (30) days in advance of the meeting.
- c. Fifteen per cent (15%) of the membership total at the beginning of the year, present or represented by proxy shall constitute a quorum at any annual, regular, or special meeting of the membership.

ARTICLE IX. FINANCES

Section 1. Fiscal Year.

The fiscal year shall be on a calendar basis.

Section 2. Annual Financial Report.

The Annual Report, reflecting the fiscal year's financial program, shall be presented by the Treasurer to the Board at its first meeting following the auditor's report. A copy of the report will be made available to each Board member.

Section 3. Endowment Funds.

Endowment funds are strictly investment accounts. Income from these investments will be placed in the Operating Fund for the purpose of meeting the Society's general operating expenses. All unrestricted bequests ~~and donations so designated~~ will be placed in the Endowment Fund by action of the Board. Withdrawals from the unrestricted fund accounts must be approved by a 2/3rd vote of the Board.

Section 4. Obligation of Funds.

No pecuniary obligation shall be contracted without the sanction of Board or Executive Committee. This provision, however, shall not prevent the Executive Director or employees authorized by him/her from incurring indebtedness within the limits of the Annual Budget approved by the Board.

Section 5. Audit.

There shall be a full financial audit at least every three years with a review of the statement of activities in the years in which a full audit is not undertaken.

ARTICLE X. EXECUTIVE DIRECTOR

The Board shall employ an Executive Director and/or an Assistant Director to manage the Historical Society's facilities and programs. Such employee(s) shall serve at the will of the majority of the Board. He / She shall select and direct a staff subject to the approval of the Executive Committee. The Executive Director shall have the duties and powers appropriate to that position, subject to the provisions of laws and policies adopted by the Board, and shall see that all the funds, property and records of the Society are handled with suitable safeguards.

ARTICLE XI. AFFILIATION WITH THE WISCONSIN HISTORICAL SOCIETY

Section 1. Authority for Affiliation.

- a. This organization is an affiliate of the Wisconsin 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 Wisconsin Historical Society.
- b. As an affiliate, this organization is an institutional member of the Wisconsin Historical Society and of the Wisconsin Council for Local History. A representative of the affiliate organization is entitled to a vote of one at all the 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 Wisconsin Historical Society may terminate affiliation by formal resolution of the Board of Curators, a copy of which shall be deposited with the Department of Financial Institutions.
- d. The following shall be causes for termination of affiliation by the Wisconsin 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 VIII, section 2, paragraph a, of these bylaws.

(4) Failure to maintain state non-stock corporation and federal tax-exempt status.

Section 2. Responsibilities.

- a. It shall be the responsibility of this organization to submit an annual report to the Wisconsin 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. Such a report may be filed electronically.
- b. The Wisconsin Historical Society shall be notified in writing or by email 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 maintain state non-stock corporation and federal tax-exempt status.

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

- a. The Wisconsin 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 staff members of this organization to the extent to which the organization provides the Wisconsin Historical Society with current mailing lists.
- b. The organization shall receive without charge such publications and periodicals as prescribed by Wis. Stats. 44.03(5).
- c. To the extent to which staff and funds permit, the Wisconsin Historical Society shall extend its professional and technical services to this 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 Wisconsin Historical Society established by the Board of Curators in 1961 through the authority of s. 44.03(5) of the Wisconsin Statutes.

ARTICLE XII. 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 Wisconsin Historical Society.
- 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. 181.1401 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 the results of the vote on dissolution and compliance with the above procedures and distribution of assets.

Section 2. Involuntary Dissolution.

- a. In accordance with the provisions of s. 44.03(3) of the Wisconsin Statutes, proceedings for the involuntary dissolution of the organization may be initiated by the Board of Curators of the Wisconsin Historical Society, if that board determines that, in its opinion, the organization has become inactive or defunct. This may include but is not limited to, a situation in which the organization becomes so inactive that there are no remaining officers, directors, or members to effect voluntary dissolution.
- 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 this organization or in the agreements of donors shall be vested in the Wisconsin 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 XIII. 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 (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.

CERTIFICATE OF ADOPTION

It is hereby certified that the foregoing bylaws of this corporation were adopted by the membership of the Beloit Historical Society at its annual meeting in Beloit, Wisconsin on the **27th day of May 2021**, by the following vote:

- Number of members having voting rights _____
- Number voting in person or by proxy: (In person _____, by proxy _____)
- Number voting for _____, Number voting against _____.

Signature, Board President

Date

Print Name of Board President: _____