



Bylaws of the La Crosse County Historical Society

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 and Address

Section A. The name of this public, non-profit, education corporation is the La Crosse County Historical Society, Inc. ("Corporation").

Section B. Its headquarters are 145 West Avenue S, La Crosse, Wisconsin 54601

Article II Mission, Purpose, and Objectives

Section A. Mission

According to the Articles of Incorporation, the mission and purposes shall be:

1. For historical and literary purposes.
2. For the discovery, collection, preservation, and publication of historical records, artifacts, and data of and relating to the County of La Crosse in the State of Wisconsin.

Section B. Purpose

1. The Corporation is organized exclusively for charitable, educational, scientific, or religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific purposes of this Corporation shall be as stated herein.
2. Operational Limitations: Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on:
 - a. By a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or

Bylaws of the La Crosse County Historical Society

b. By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Section C. Objectives

1. To disseminate historical information to any interested persons, groups, or institutions, and to arouse interest in La Crosse County History by any of the following means: publishing 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.
2. To make this material available for the appreciation, enjoyment, study, and research of individuals, scholars, and the general public at large.
3. To accomplish these goals through the establishment of clearly defined and generally accepted collection, conservation, and interpretation policies and procedures.
4. 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.
5. That this organization shall have the power to own property, apply for and receive grants, raise funds, accept bequests, and establish and maintain a fund for carrying out the above-stated purposes.

Article III Membership

Section A. The La Crosse County Historical Society, Inc. is a membership corporation.

1. Eligibility: Any person, partnership, association, corporation, or other organization interested in promoting the purposes of the Corporation may become a member upon annual payment of dues. The Board of Directors shall determine the classes of membership and dues.
2. Rights: Every member in good standing, including the authorized representative of an institutional member, shall have the right to vote, and otherwise to take part in the activities of the Corporation.
3. Termination: Membership may be terminated for non-payment thirty (30) days following the date on which the payment is due.

Section B. All individual memberships shall be entitled to one vote. Household level and higher memberships are entitled to two votes cast by adult members of the same household.

Bylaws of the La Crosse County Historical Society

Section C. The governance of this organization is vested in its members with powers delegated to officers and directors as herein specified by these Bylaws. The officers and directors must be members of the Corporation. All powers not specifically delegated by the members are retained to the membership.

Article IV Board of Directors

Section A. Board Makeup: The Corporation is administered by the Board of Directors. It consists of no fewer than ten (10) or no more than eighteen (18) members. To fill a board vacancy, a person or persons shall be nominated by the Nominating Committee, approved by a majority of the full Board, and approved by a majority of the membership present at the Annual Meeting. Directors are accountable to the Corporation and serve with the awareness and understanding of their fiduciary and statutory responsibilities. Directors serve without compensation in furthering the Corporation.

Section B. Terms: A term is defined as three (3) years, starting and ending at the Annual Meeting. Terms may be renewed. Each director shall serve until expiration of their term, resignation, or removal with or without cause, or death. A director may be removed by an affirmative vote, by two-thirds ($\frac{2}{3}$) of voting directors present, taken at a duly noticed meeting. A director may resign at any time by filing his/her written resignation with the President and Secretary. The absence of a Board member four (4) times in a twelve (12) month period may be cause for removal from the Board. Vacancies occurring in the Board of Directors may be filled until the next annual meeting by recommendation of the Nominating Committee to the Board of Directors, and the affirmative vote of a majority of the directors. In the case of a majority of the board being newly elected, the terms of the directors shall be staggered.

Section C. Voting: A simple majority of the directors holding office shall constitute a quorum for the transaction of business of any meeting of the Board of Directors. Simple majority is defined as more than half of the number of the current Board of Directors holding office, present in person or by electronic means, in which all participating directors may simultaneously hear each other during the meeting. Any Director shall abstain from voting on motions concerning matters that would constitute a conflict of interest. New directors shall, before their first meeting vote, complete a conflict-of-interest form provided by the Corporation. Email motions, seconds, discussions, and votes are allowed for issues arising between regular meetings.

Section D. Duties of the Board

1. The Board of Directors shall conduct the affairs of this organization and delegate such authority as is not otherwise set forth in these bylaws. This includes, but is not limited to: the appointment of Standing and Special committees; the approval and authorization of the expenditures of the organization; the hiring and termination of the Executive Director (other staff positions are hired or terminated by the Executive Director, the Board retains the option of hiring or terminating other staff if circumstances require it); the authorization to enter into any contract or execute and deliver a legal document on behalf of the organization; and the creation and implementation of policies for the development, operation, and maintenance of facilities.

Bylaws of the La Crosse County Historical Society

2. All checks, drafts, or orders for the payment of money shall be signed by authorized signers according to the current board-approved policy. Authorized signers shall have available to them supporting invoices or other documentary evidence. All notes or other evidence of board approval indebtedness issued in the name of the Corporation shall be signed by two authorized signers. All transactions \$5000 and over shall require two signatures.
3. All funds of the Corporation shall be deposited in the credit of the Corporation in financial institutions as the Board of Directors may select. Two officers or one officer and the Executive Director shall be required to be present when safe deposit boxes are opened; duplicate lists of contents shall be kept.
4. The Corporation shall procure officers' and directors' liability insurance to cover all Corporation officers and employees or agents.
5. The Board of Directors may accept on behalf of the Corporation any contributions, gifts, or bequests excluding items for accession to the collection.

Section E. Responsibilities:

1. The Board of Directors shall make a report of its actions and recommendation at the Annual meeting of the members. The Board of Directors shall adopt and enforce policies for conflict of interest for board members, officers, and staff members of the organization. It shall keep a record of the names and addresses of the members entitled to vote.
2. The Corporation shall keep correct and complete books and records of account. All books and records of the Corporation may be inspected by members or their agents or attorneys for any proper purposes at any reasonable time.

Section F. All 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 Executive Director to distribute such copies to the individuals involved.

Article V Elected Officers

Section A. The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. The Board of Directors may elect, or appoint, other officers including one or more Assistant Secretaries and/or Treasurers as is deemed necessary. Such officers are to have the authority to perform the usual duties of such offices 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 Standing or Special committees. The term of each elective office of the Board shall be one year with the option for election of subsequent term(s) not to exceed six (6).

Section B. The officers of the Board shall be elected annually by the Board of Directors. This election will take place at the Board meeting directly following the Annual meeting.

Bylaws of the La Crosse County Historical Society

Section C. Any officer may be removed by an affirmative vote by 2/3 of the Board of Directors then in office whenever, in their judgment, it is deemed to be in the best interest of the Corporation. A vacancy in any office shall be filled by the Board of Directors. Directors may be removed by action of the membership in accordance with the Wisconsin non-stock option law.

Section D. The President shall be the principal elected officer of the Corporation and subject to the Board of Directors, shall supervise and control all of the business affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. The President and the Executive Director will both sign any contract that binds the organization to action.

Section E. The Vice President shall assist the President and shall conduct the Corporation's business meetings in the absence of the President. The Vice President shall also complete the term of office of the President in the event of the President's resignation, inability to act, or removal from office.

Section F. The Secretary shall keep minutes of the Annual Meeting of the members and of all meetings of the Board of Directors; shall oversee that all notices are duly given in accordance with the provisions of the Bylaws, or as required by law; shall oversee the retention of the Corporation's non-financial records and documents, the execution of which is authorized in accordance with the Bylaws; and shall perform all duties incidental to the Office of the Secretary. The secretary shall share and report the minutes at each Board meeting. The Secretary shall conduct meetings of the Board or the Corporation in the absence of the President and Vice-President.

Section G. The Treasurer shall oversee the retention of the Corporation's financial records and other documents and shall perform all the duties normally associated with a treasurer of such an entity. The Corporation's financial records shall meet the specifics outlined in Chapter 181 of the State of Wisconsin Statutes. The Treasurer shall conduct meetings of the Board or the Corporation in the absence of the other officers. The Treasurer shall make reports at each Board meeting.

Section H. The officers shall perform such additional or different duties as may from time to time be prescribed by law or required by the Board.

Article VI Committees

The Board of Directors shall oversee Standing and Special committees. All committees will report to the Board. All committees shall select a chair. All committees will create a record that lists members, chairpersons, meeting schedule, and scope of duties. Standing committees are permanent. Special committees are created as needed for specified projects.

Section A. Standing Committees. Standing Committees are permanent and are comprised of members of the Board, staff, and volunteers who are members of the Corporation.

1. The Executive Committee shall consist of the officers of the Corporation (president, vice-president, secretary, treasurer, and past president). One or more directors may be

Bylaws of the La Crosse County Historical Society

selected by the Board to serve as ad hoc members. The functions of the Executive Committee are ... Overseeing and managing the Executive Director, all policies, issues, and actions, which will then be approved by the Board of Directors, serving as the line of communication between the staff and the Board.

2. The Finance Committee shall oversee the Corporation's financial matters which shall include budgeting, monthly balances, accounting practices, investments, endowments, and auditing.

3. The Collections Committee assists and advises the Curator in matters of accessioning and deaccessioning, and reports to the Board of Directors.

Section B. Special Committees. Special Committees are dictated by the policy and comprised of members of the Board and staff or volunteers who are members of the Corporation.

Article VII Meetings

Section A. Board of Directors Meetings

1. The Board of Directors shall meet a minimum of eight (8) times a year at regular intervals.

2. Special Board meetings may be called by the President or by written request by three Board members.

3. A simple majority of the Directors shall constitute a quorum for the transaction of business.

Section B. Membership Meetings:

1. The annual meeting date of the General Membership to elect Directors and transact business will be set by the Board of Directors. Prior to the Annual Meeting, the Nominating Committee shall prepare a single slate of candidates for vacancies occurring on the Board of Directors. Voting shall occur at the Annual Meeting.

2. Special Meetings of the General Membership may be called by:

a. The President and ratified by the Board of Directors, or

b. By not less than one-tenth ($\frac{1}{10}$) of the members in good standing and holding voting rights.

3. Notice stating the place, day, hour, and purposes of any member-called meeting will be delivered by mail to each member entitled to vote not less than ten (10) nor more than thirty (30) calendar days prior to the date of such meeting.

Bylaws of the La Crosse County Historical Society

4. At any meeting of the General Membership, the Members present shall constitute a quorum for conducting Corporation business.
5. The General Membership may vote by ballot or voice at any meeting called to transact business. Proxy or absentee voting shall not be accepted.

Article VIII Affiliation with the Wisconsin Historical Society

Section A. Authority for Affiliation

1. 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.
2. 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.
3. 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.
4. 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:
 - a. Failure to hold an annual election for three consecutive years.
 - b. Failure to submit annual reports to the Wisconsin Historical Society for three consecutive years.
 - c. Consistent failure to hold meetings for the membership as set forth in Article VII, Section B of these bylaws.
 - d. Failure to maintain state non-stock corporation and federal tax-exempt status.

Section B. Responsibilities

1. 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

Bylaws of the La Crosse County Historical Society

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.

2. The Wisconsin Historical Society shall be notified in writing or by email of all changes in the articles of incorporation and bylaws.

3. In order to protect the interests of donors and contributors, this organization shall maintain state non-stock corporation and federal tax-exempt status.

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

1. The Wisconsin Historical Society shall send notices and announcements of the meetings and activities of the state society to the president of this 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 the current mailing lists.

2. The organization shall receive without charge such publications and periodicals as prescribed by Wisconsin Statute 44.03(5).

3. To the extent to which staff time and funds permit, the Wisconsin Historical Society shall extend its professional and technical services to this affiliate.

Section D. The Wisconsin Council for Local History

1. This organization shall be a member of the Southwestern 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 §. 44.03(5) of the Wisconsin Statutes.

Article IX Dissolution

Section A. Voluntary Dissolution

1. Voluntary dissolution of the Corporation may be effected by a three-fourths ($\frac{3}{4}$) vote of the total membership of the Corporation.

2. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the Corporation's liabilities, dispose of all of the Corporation's assets exclusively for the purposes of all the Corporation in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Bylaws of the La Crosse County Historical Society

To that end, in the event that this Corporation may not be able to maintain its facilities, or sustain its activities, notice shall be sent to the Wisconsin Historical Society (WHS) and dissolution may be initiated by WHS in accordance with the provision of Section 44.03(3) of the Wisconsin Statutes.

Section B. Involuntary Dissolution

1. Involuntary dissolution of the Corporation may be effected 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 the voluntary dissolution.

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 Wisconsin Historical Society and all remaining assets shall be distributed in the same manner as stipulated in Section A, paragraph 2, of this article of the bylaws, with the first offer being made to whatever county or local government unit that may have aided the organization financially.

Article X Amendments

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds ($\frac{2}{3}$) majority of the Corporation membership present at a meeting of the general membership. Not less than ten (10) nor more the thirty (30) days prior to the meeting, written notice shall be given to the general membership of the intention to alter, amend, repeal, or adopt any amendments.

CERTIFICATE OF ADOPTION

It is hereby certified that the foregoing bylaws of this corporation were adopted by the La Crosse County Historical Society meeting at La Crosse, Wisconsin on the 6th day of October 2022 by the following vote:

Number of members having voting rights: 484

Number of members voting: 37

Number voting for 37 ; Number voting against 0 .

President

Secretary