

Muskego Historical Society

P.O. Box 137
Muskego, WI 53150

September 2007

BYLAWS

FORWARD

The term "society" as herein used means the same as the term "corporation", as used herein or in the Articles.

The name of the corporation shall be Muskego Historical Society and its location shall be in the City of Muskego, Waukesha County, Wisconsin.

The business and purpose of the corporation shall be:

1. The discovery, collection, preservation and publication of historical records and the data of and relating to Muskego, the surrounding area and the State of Wisconsin such as books, pamphlets, maps, portraits, genealogies, painting, relics, manuscripts, letters, journals, surveys, field books, and any articles and materials which establish or illustrate the history of Muskego, also the growth and progress of population, ecology, wealth, health, recreation, religion, nationalities, education, arts, sciences, agriculture, home-life, manufacturing, transportation, government, trades and commerce in said Muskego area, county of Waukesha, State of Wisconsin.
2. To properly commemorate places or objects of historical interest and to designate the same by appropriate tablets or markings.
3. Roberts Rules of Order shall be the parliamentary authority on all matters not covered by the Corporation and the bylaws of this organization.

ARTICLE 1 – MEMBERSHIP

SECTION 1 – Qualifications

- a. Any person interested in the history of Muskego and in the collection and preservation of the above mentioned materials is eligible for membership in an appropriate classification and who tenders the necessary dues may thereby become a member of said corporation.
- b. At the discretion of the board, a member may be dropped for non-payment of dues or for personal or social conduct deemed by the board to be detrimental to the best interest of the Society. Members who have been dropped for non-payment of dues may be reinstated upon payment of dues.
- c. Adult membership applies to persons eighteen years of age and over. Junior membership applies to persons under eighteen years of age.

SECTION 2 – Classifications

- a. Membership classifications shall be determined by the board of directors. Membership classifications carry full voting rights at all regular and special meetings of the society, with the exception of honorary memberships.
- b. The Board of Directors may confer Honorary Life Memberships upon persons who have made material contributions, historical studies, writing or works to the said Muskego Historical Society.

ARTICLE 2 – DUES

SECTION 1

- a. The dues for membership shall be paid in advance.
- b. The dues of membership classifications are subject to change by the Board of Directors at the annual meeting.
- c. Membership dues shall be paid to coincide with the fiscal year which is January through December.

SECTION 2 - Voting and Privileges

- a. Each annual 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 may be set forth in the proceedings of the organization.
- b. Each adult included in the family membership shall be entitled to the same voting rights and privileges as pertain to the annual membership.
- c. Non-adults included in family memberships and junior members shall not be entitled to vote, except under such circumstances as may 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.

ARTICLE 3 – BOARD OF DIRECTORS

SECTION 1 – Composition of the Board

- a. The Board of Directors shall consist of 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 shall be seven (7).
- 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. They shall have no voting privileges.

SECTION 2 – Powers of the Board of Directors

- 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; the creation and implementation of policies for the development, operation, and maintenance of facilities; and the right to expel members for due cause.
- b. The Board of Directors shall have the power to create or terminate an executive committee, special boards or trustees or advisors, and such permanent and special committees as are deemed necessary and which may include a membership committee, a nomination committee, a program committee, a publicity or public relations committee, and such accessioning and cataloging, museum, and library committees as shall be required.
- c. A special Endowment Fund for the continued benefit of the Historical Society has been approved and funded. It is stipulated forthwith that the capital of this fund and any further contributions or additions are to remain whole and untouched for the duration of the Historical Society existence. The accrued interest may be used for any associated Historical Society purpose upon the approval of the Board of Directors.

SECTION 3 – Vacancies

- a. Vacancies in the Board of Directors during any unexpired term caused by death, resignation, inability to act, or loss of membership may be filled through appointment by the remaining members of the Board until its next annual meeting when a successor shall be elected for the remainder of the unexpired term.

ARTICLE 4 – OFFICERS

SECTION 1 – Classification of Officers

- a. The officers shall be president, vice-president, recording secretary, corresponding secretary, treasurer, historian, and curator and such officers shall be the members of the board of directors for the duration of the term for which they are elected.

SECTION 2 – Duties of Officers

- 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 the board rank may be combined with the exception of secretary and treasurer.
- b. All officers shall familiarize themselves with these bylaws and the articles of incorporation upon their election or appointment, and it shall be the duty of the recording secretary to distribute such copies to the individuals involved.

ARTICLE 5 – ELECTIONS

SECTION 1 – Officers

- a. Officers shall be elected by the members at the annual meeting of the organization for a period of one year to coincide with the fiscal year which is January through December.

SECTION 3 – The Nominating Committee

- a. A nominating committee can be appointed by the President for the purpose of seeking candidates for vacancies on the board.

ARTICLE 6 – MEETINGS

SECTION 1 – Meetings of the Board of Directors

- a. The Board of Directors shall meet on a monthly basis. Special meetings of the board may be called by the President or by any three members of the board. Each director shall be notified as to the time and place of such meeting.
- b. Four 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 and Membership

- a. The annual meeting of this organization shall be held in the month of September each year.
- 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% of the membership. When a special meeting of the members is called, each member shall be notified as to the time and place and purpose of the meeting.
- c. 10% of the voting membership present or by proxy shall constitute a quorum at any annual, regular, or special meeting of the membership.

- d. The order of business at the Annual Meeting in September shall be as follows:
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|-----------------------|--------------------------|--------------------------|
| 1. Call for a quorum | 2. Pledge of Allegiance | 3. Reading of the minute |
| 4. Treasurer's report | 5. Report of Committees | 6. Reports of Officers |
| 7. Old business | 8. Election of Directors | 9. New Business |

ARTICLE 6A – COMMITTEES

SECTION 1 – Special Committees

- a. The need for such committees as may be required for the administration of special activities of the society shall be made known by the president of the society and confirmed by the Board of Directors.
- b. Any such committee shall include at least one director and such additional persons as the board shall designate.
- c. Special committees shall be terminated by the president upon completion of their purpose.

ARTICLE 7 – 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.
- d. The following shall be causes for termination of affiliation by the State Historical Society, but extenuating circumstances shall be taken into account before action to terminate affiliation is taken by the Board of Curators.
 1. Failure to hold annual elections for three consecutive years.
 2. Failure to submit annual reports to the Office of Local History for three successive years.
 3. Consistent failure to hold meetings for the membership as set forth in Article 6 of these bylaws, Section 1, paragraph a, and Section 2, paragraph a.
 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.

SECTION 3 – The Role of the State Historical Society in Affiliation

- a. The State Historical Society shall send notices and announcements of 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 and members of this organization to the extent to which the organization provides the State Historical Society with current membership lists.
- b. The organization shall receive without charge publications and periodicals as the State Society shall determine, but such publication will include the Wisconsin Magazine of History, Columns, and Exchange. Exchange, the Office of Local History Newsletter, shall be sent to all officers 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 office and advisor for the affiliate.

SECTION 4 – The Wisconsin Council for Local History

- a. This organization shall be a member of the Southeastern 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 and officers 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 prevents, 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 alphabetical rotation of names of the affiliates in the region, the president of the organization or his/her appointed delegate shall serve as regional vice chairman, and in the following year shall serve as regional chairman. In the year of service as regional chairman, the organization 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 administrative committee of Council as a voting member thereof. During membership on the administrative committee and thereafter he/she shall be eligible to election as a state officer of the Council.

ARTICLE 8 – 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. Give the City of Muskego the first right of refusal for all artifacts owned by the society.
 4. 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.
 5. Complete the appropriate legal forms certifying to the results of the vote on dissolution and compliance with the above procedures for the dissolution and distribution of assets, submitting the same to the State Historical Society and approval of the Board of Curators, the document shall be filed with the Secretary of State.

ARTICLE 9 – LIABILITIES

SECTION 1 – Good Faith

- a. No person shall be liable to the Society for any loss or damage suffered by the Society on account of any action taken or omitted to be taken by him/her as a director or officer of the Society in good faith.

ARTICLE 10 – AMENDMENTS

These bylaws of the Muskego Historical Society may be amended or repealed by a two thirds (2/3rds) vote of the membership in attendance at any regular meeting providing the amendment is submitted in writing to the membership by mail thirty days prior to the meeting.