

Document Revised
4/19/23

BYLAWS
of the
VERNON COUNTY HISTORICAL SOCIETY

PREAMBLE

These bylaws shall supersede all previous bylaws and amendments thereto and be consistent with the provisions of Chapter 181 and section 44.03 of the Wisconsin Statutes and with the Articles of Incorporation and all subsequent restatements and amendments thereto filed with the Secretary of State under which this organization is incorporated as a non-stock, non-profit corporation affiliated with the STATE HISTORICAL SOCIETY OF WISCONSIN and shall govern the administration and activities of this organization. Furthermore, the provisions of Chapter 181 and section 44.03 of the Wisconsin Statutes and Robert's Rules of Order (current edition) shall govern the proceedings of this organization not herein provided for.

ARTICLE I. NAME

Section 1. The name of the organization shall **hereinafter** be the VERNON COUNTY HISTORICAL SOCIETY. (VCHS) **Also referred to as the Society in this document.**

Section 2. The Society is affiliated with the State Historical Society of Wisconsin under a charter granted in 1962.

ARTICLE II. PURPOSE AND OBJECTIVES

The Vernon County Historical Society is the officially recognized county organization for the preservation of Vernon County's historical heritage and as such, its purposes and objectives are:

Section 1. To promote and guide in the preservation of Vernon County's historical heritage;

Section 2. To encourage historical research, education and publication of gathered data;

Section 3. To operate the Vernon County Museum and its historical sites;

Section 4. To assist and promote other historic organizations within the county;

Section 5. To cooperate with the State Historical Society of Wisconsin and incorporate state objectives wherever possible;

Section 6. To receive, hold, preserve, or dispose of any property, (real estate or personal) acquired by said Society by gift, devise, bequest, purchase, or otherwise;

Section 7. To the extent to which human and financial resources shall permit, the practices and procedures in the collection, accessioning, cataloging, use and display of museum and library materials shall be consistent with standard site, museum, and library practices and procedures such as those recommended by the Office of Local History and other divisions of the State Historical Society of Wisconsin.

ARTICLE III. MEMBERSHIP

Section 1. Qualifications:

- ~~A.~~ Membership shall be open to all persons, institutions and organizations interested in the history of Vernon County.
- ~~B. For persons under eighteen years of age, special non-voting Junior Historian Honorary memberships shall be allowed.~~

Section 2. Classification of memberships are as follows:

- A. Annual **Memberships**
1. Individual
 2. Family
 3. Supporting
 4. Business
- B. Life Memberships
1. Bronze
 2. Silver
 3. Gold
 - ~~4. Benefactor~~

Section 3. Dues

- A. **Changes in** Membership dues shall be ~~determined~~ **approved** by the members at the annual (February) meeting of the Society. **If approved, those changes will take effect March 1 of that year.**
- B. ~~New~~ Members joining in the last quarter of the year (October, November, December) shall also have all of the succeeding year included in their first year's membership.

Section 4. Voting and Privileges

- A. Each individual member shall be entitled to one vote per motion at all meetings of the membership and shall be entitled to such benefits and privileges as shall be set forth in the bylaws and policies of the organization.
- B. Two adults are included in the family membership and **each** shall be entitled to the same voting rights and privileges as pertain to the individual membership.
- C. Non-adults included in family memberships ~~junior historian members and (students)~~ shall not be entitled to vote except under such circumstances as shall be set forth in the bylaws and policies.
- D. Life memberships shall be entitled to the same voting rights and privileges as pertain to individual memberships. ~~(Section 2)~~
- E. Business memberships shall be entitled to two votes, no person to cast more than one vote.

ARTICLE IV. ELECTIONS

Section 1. Directors.

~~A. Terms of board members.~~ Directors shall be elected by ~~the members at the meeting in November,~~ majority vote of the general membership present at the general meeting in November, and installed at the December meeting of the Board.

~~B. The term of office for Directors shall be three years.~~

~~C. The terms shall be staggered.~~

Section 2. Officers.

~~A. Principal officers--~~president, vice president, secretary, treasurer--shall be elected by and from the Board of Directors at the December meeting of the ~~b~~Board.

ARTICLE V. MEETINGS OF THE GENERAL MEMBERSHIP

Section 1. Special meetings may be called as necessary by the President and/or a majority of the ~~Executive~~ Board of Directors. Notification shall be by public announcement ~~no less than threeat~~ least five business days before the meeting is scheduled.

Section 2. ~~The November meeting shall be the time designated for the election of directors, and one member of the nominating committee.~~ A general membership meeting shall be held in November.

A. The election of directors and nominating committee members shall occur at this November meeting.

B. If it is not possible for the November meeting to take place in person, then the meeting and election can be postponed to a date later in November, or conducted virtually and/or by mail. If the meeting is postponed then the new meeting date must be publicly announced at least five business days before the new meeting date.

C. For all items that require a vote by the membership, a majority vote by the members present is required for passage. If the meeting is not held in person, a majority vote by the members responding is required for passage.

~~Section 3. The annual meeting of the society shall be in February.~~

~~A. All annual reports from officers and committee chair persons shall be presented.~~

~~B. The treasurer shall present a budget for the ensuing year to the membership. A majority vote by the members present is required for passage.~~

Section 3. The annual meeting of the Society shall be held in February. The purpose of the February annual meeting is for Board Officers, and Committee Chairs to present annual reports to the membership, and for the membership to vote on the annual budget, membership dues, and other items requiring a vote by the membership.

A. If it is not possible for the February meeting to take place in person, then the meeting and budget approval can be postponed to a date later in February, or conducted virtually and/or by mail. If the meeting is postponed then the new meeting date must be publicly announced at least five business days before the new meeting date.

B. The Treasurer shall present a budget for the current year to the membership.

C. For all items that require a vote by the membership (including, but not limited to approving the annual budget and setting membership dues), a majority vote by the members present is required for passage. If the meeting is not held in person, a majority vote by the members responding is required for passage.

Section 4. Special meetings may be called by Society members under the following provisions:

- A. ~~A grievance~~**An issue** must first be submitted to the ~~Executive~~ Board **of Directors** in writing and signed by five members **of the Society**.
- B. If the ~~grievance~~**issue** is not resolved by the Board, the members may call a special meeting.
- C. Only the ~~grievance~~**issue** in question may be discussed at this meeting.
- D. The meeting must be publicly announced at least two weeks prior to the meeting.

ARTICLE VI. OFFICERS AND **BOARD OF** DIRECTORS

Section 1. Officers of the Society shall be a President, Vice President, Secretary, and Treasurer.

Section 2. Terms of office:

- A. Officers shall serve from **their election in** December, for a term of one year.
- B. Officers may be elected by the Board **for the same office** for six successive terms of one year.

~~C. No officer may serve more than six consecutive years in the same office~~

~~D. Directors are elected for a term of three years and serve staggered terms. Directors may serve themselves for a maximum of three consecutive terms of three years. Terms of office are to be so arranged that three directors are elected each year to fill the position of the ones whose three-year term has expired~~

~~Section 3. Directors are elected by a majority vote of the members present at the November meeting.~~

Section **4.3**. Vacancies in an office are filled by Presidential appointment ~~for the unexpired term of office only~~**until the next election**.

Section **5.4**. Duties

A. The President shall:

1. Preside at all meetings of the Society and the ~~Executive~~ Board **of Directors**.
2. Be an ex-officio member of all committees except the nominating committee.
- ~~3. Make appointments to committees both standing and special committees.~~
- 4.3**. Represent the Society on public occasions and perform such other duties as are generally associated with the office.
- ~~5. Submit an annual report to the Office of Local History of the State Historical Society of Wisconsin which shall include the results of the 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. [Moved to Exec Director job description]~~

~~6. Notify the State Historical Society of Wisconsin of all changes in the articles of incorporation and the bylaws. [Moved to Secretary duties]~~

~~7. Maintain state and federal tax-exempt status as required by the Internal Revenue Service and the Wisconsin Department of Revenue [Moved to Treasurer duties]~~

4. Prepare agendas.

5. Organize and chair the annual Volunteer Dinner.

6. Prepare an article for each newsletter.

7. Oversee all official correspondence.

8. Vacancies on the Board of Directors are filled by Presidential appointment until the next election.

B. The Vice President shall:

1. Attend all meetings of the Society and the ~~Executive~~ Board **of Directors**.
2. Perform the duties of President in the absence of that officer.
3. Be chairperson of the Bylaws Policy Committee.
4. Maintain a valid copy of the Bylaws and the Articles of Incorporation.
5. Distribute copies of both the Bylaws and the Articles of Incorporation to each officer and director as they are elected or appointed.

C. The Secretary shall:

1. Attend and keep the minutes of all meetings of the Society and the ~~Executive~~ Board **of Directors**.
- ~~2. Oversee all official correspondence.~~
- ~~3. Retain a membership record in the official book of minutes.~~
- 2. Prepare and distribute minutes for monthly Board meetings.**
- 3. Place an approved copy of the minutes in the official book of minutes.**
4. Keep a record of all committee appointments in the official book of minutes.
5. Assume the duties of the President in the absence of both the President and Vice-President.

D. The Treasurer shall:

1. Attend all meetings of the Society and the ~~Executive~~ Board **of Directors**.
2. The Treasurer must be bonded.
3. Have responsibility for all Society Funds.
4. The Treasurer and Finance Committee shall prepare ~~reasonable timelines for the~~

~~completion of the budget process and presentation to the Executive Board for review a~~
budget and present it to the Board of Directors for review no later than the January meeting.

~~5. Prepare and submit an annual budget for the ensuing year to the Executive Board prior to the February Meeting. It shall include but not be limited to the dues structure, ongoing and special project expenses, committee budget requests an accounting of receipts and disbursements and a net worth statement.~~

5. Maintain state and federal tax-exempt status as required by the Internal Revenue Service and the Wisconsin Department of Revenue.

6. Disburse funds as approved in the budget and keep an accurate record of such funds.

7. The principal of the Endowment Fund will be preserved permanently. Only the interest from this fund may be used for budget purposes.

8. Make a financial report to the ~~membership and Executive~~ Board **of Directors** at each ~~business~~**monthly** meeting ~~of the Society~~.

9. Provide for an independent **audit review** of the financial records at the end of the fiscal year (which is the calendar year).

E. **Board of** Directors shall:

1. Serve on and attend meetings of the ~~Executive~~ Board **of Directors**.

~~2. Provide administrative leadership.~~

2. Support the programs and the financial goals of the Society.

3. Be elected for a term of three years and serve staggered terms. Directors may serve for a maximum of three consecutive terms of three years. Terms of office are to be so arranged that three directors are elected each year to fill the position of the ones whose three-year term has expired

ARTICLE VII. ~~EXECUTIVE BOARD~~ **BOARD OF DIRECTORS**

Section 1. Composition of the Board

A. The ~~Executive~~ Board **of Directors** shall consist of the President, the Vice President, the Secretary, the Treasurer, and the five Directors. Each shall be entitled to one vote.

B. No Board member may serve in more than one Officer position on the Board during their term of Executive office.

C. Committee chairpersons and the ~~Curator~~ **Executive Director/Curator** shall be advisory, non-voting members of the ~~Executive~~ Board **of Directors** and shall attend ~~Executive~~ Board meetings when requested to report on activities and exchange information.

D. Election of the Directors to the Board shall be in accordance with the provisions of Article IV., Sec. 1.

E. All ~~elected Executive~~ Board **of Directors** members and **appointed** Committee chairpersons **and coordinators** shall be current paid up members of the Society.

Section 2. Authority of the Board

The ~~Executive~~ Board **of Directors** shall have the authority to:

- A. Conduct the affairs of the Society and to delegate such authority as is not otherwise set forth in these Bylaws.
- B. ~~This shall include the approval and authorization of~~ **Approve and authorize** the expenditures within the framework of the annual budget as adopted by the membership.
- C. Create and implement policies for the development, operation, and maintenance of facilities and programs of the Society.
- D. Administer the expenditure and transfer of funds, within the Society budget. ~~It may include payment for speakers and other expenses of meetings and special events for the members and/or for the general public; for tours; for junior historian projects; for miscellaneous museum, site, and library related activities and administrative operating costs, and/or such other programs, projects or activities for the furtherance of,~~ **when needed, for such programs, projects or activities for** the purposes for which this Society is organized.
- E. The Board **of Directors** is empowered to enter into agreements to accept permanent **and/or temporary** loan exhibits from governmental bodies, which may include city, state, or national governmental bodies.

ARTICLE VIII. COMMITTEES **COORDINATORS**

Section 1. ~~Newly elected or appointed Committee Chairs, together with those members from the prior year remaining on the committees, shall meet prior to the annual meeting (February) to plan and prepare a budget request for their committees. These must be submitted to the Treasurer for approval by the Executive Board who will then prepare a budget for presentation to the membership.~~ **Committee Chairs and Coordinators shall plan and prepare a budget to be submitted to the Treasurer by November 30th.**

Section 2. Nominating Committee

- A. The membership shall elect a nominating committee at the November meeting each year. It shall be composed of three members for a term of three years, with only one being elected each year, on a rotating basis.
- B. This committee shall contact ~~members~~ **individuals** for their permission to be nominated and shall present a slate of ~~directors,~~ and elective committee members at the November meeting.
- C. In compliance with Robert's Rules of Order, the **Nominating Committee** chairperson will request nominations from the floor for each vacancy following the presentation of the nominating committee's report for that vacancy.
- D. The nominating committee shall be responsible for the distribution and tabulation of the ballots **if needed**. The results shall be announced upon completion of the election.
- E. The ~~s~~Society president cannot serve on this committee.
- F. Vacancies on the Nominating Committee are filled by Presidential appointment until the next election.**

Section 3. Standing Committees

~~A. The suggested Standing Committees are appointed and given a list of their duties by the President each year.~~

~~B.~~ The Standing Committees are:

1. Finance Committee
2. Membership Committee
3. Bylaws/Policy Committee
- ~~4. Nominating Committee~~
- ~~5.~~ 4. Human Resources Committee
- ~~6.~~ 5. Sherry-Butt House Committee

Section 4. Coordinators

~~A. The suggested Coordinator positions are appointed and given their list of duties by the President each year.~~

~~B.~~ The Coordinator Positions are:

- ~~1. Accession and Deaccession Coordinator (Collection Curator(s))~~
- ~~2.~~ 1. Fund Raising Coordinator
- ~~3.~~ 2. Publicity and Promotion Coordinator
- ~~4.~~ 3. Program Coordinator
- ~~5.~~ 4. Technology Coordinator
- ~~6.~~ 5. Maintenance Coordinator
- ~~6.~~ 6. Memorial Coordinator

ARTICLE IX. AMENDMENTS

Section 1. Amendments to the Bylaws will be presented to the Board for approval.

Section 2. Amendments approved by the Board will be presented in written form to the membership by mail and email and if possible in person and/or virtually.

Section 3. The Board shall set a date and time for voting on the amendments to end. This date shall be no earlier than 30 days, nor later than 45 days, from the time that the amendments were presented to the membership. All votes must be received by the VCHS by this date and time.

Section 4. Membership may indicate their votes in a variety of ways, which shall include: in person, through email, by US Mail, or by a phone call to the VCHS Museum.

Section 5. The proposed amendment must be approved by a two-thirds majority vote of the respondents.

ARTICLE X. 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 of Wisconsin whereupon the State Society shall supply the necessary legal forms and instructions to be followed in effecting the dissolution.

- B. Upon ratification by the general membership to dissolve the organization, the following steps shall be taken:
1. Satisfy all existing 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, educational institutions, state, county, town or municipality operated or incorporated exclusively for educational purposes in accordance with 5.181.44.03 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 for dissolution and distribution of assets, submitting the same to the State Historical Society of Wisconsin and with the approval of the Board of Curators, the document shall be filed with the Secretary of State of the State of Wisconsin.

Section 2. Involuntary Dissolution

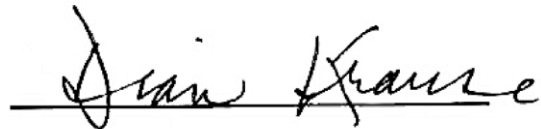
- A. In the event the organization becomes so inactive that there are no remaining officers, directors, or members to effect voluntary dissolution, proceedings for involuntary dissolution may be initiated by the State Historical Society of Wisconsin in accordance with the provisions of s.44.03 (3) of the Wisconsin Statutes.
- B. In the implementation of involuntary dissolution proceedings; title to such property, records, and collections not otherwise provided for in the Articles of Incorporation and Bylaws of the organization or in the agreements of donors, shall vest in the State Historical Society of Wisconsin and all remaining assets shall be distributed in the same manner as stipulated in Article ~~IX Section 1 (2)~~ **Section 1 (B)(3)** of this article of the Bylaws, with the first offer being made to Vernon County. Properties of the Vernon County Historical Society include: ~~St. Mary's Church,~~ Sherry Butt House, ~~Foreaker School~~ and the Vernon Normal School.

CERTIFICATE OF ~~ADOPTION~~ **APPROVAL**

It is hereby certified that the foregoing Bylaws of the Corporation were ~~adopted~~ **approved** by the Vernon County Historical Society Board **of Directors**, meeting at Viroqua, Wisconsin on the 19th of April, 2023.



Secretary
Kim Cade



President
Dian Krause