

Port Wing Area Historical Society By-Laws

Article 1. NAME

The name of the society shall be the Port Wing Area Historical Society, chapter of Bayfield County Historical Society, Inc.

Article II. PURPOSE

Section 1

The Port Wing Historical Society is established within the meaning of IRS Publication 557 Section 501(c) (3) organization of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code and shall be operated exclusively for the preservation of area artifacts.

Section 2

We will operate a museum known as Heritage Hall.

Section 3

The mission of the Port Wing Area Historical Society is to provide research resources, educational opportunities and to safeguard our area history and heritage.

Article III. MEMBERSHIP

Section 1

- a. Any person interested in history, especially those interested in the history of the Port Wing Area or of Wisconsin, who applies for membership and tenders the necessary dues shall thereby become a member of Port Wing Area Historical Society.
- b. The membership classes will be determined by the Board of Directors (ex. Annual, Lifetime, Family). The Board of Directors will annually review and recommend membership dues for each membership class, to be approved by the members present at the Annual Meeting.
- c. Any member shall be removed automatically by the treasurer for non-payment of dues over such period as many be established by the Board of Directors.
- d. The fiscal and membership year of The Port Wing Historical Society shall be set by the Board of Directors and presented at the Annual Meeting.

Article IV. BOARD OF DIRECTORS

Section 1

- a. The general management of The Port Wing Area Historical Society and the Heritage Hall shall be the responsibility of the Board of Directors.

- b. The Board of Directors, consisting of the elected officers, directors and other appointed positions, shall have the power to conduct all affairs of the Society, subject to the intent of the by-laws and shall report all such actions at the next regular meeting of the organization.
- c. The responsibilities of each member of the Board of Directors will be determined by the Board of Directors under the leadership of the President.
- d. Any member in good standing shall be eligible to run for a seat on the Board.
- e. Vacancies on the Board of Directors will be filled by a majority vote of the members present at a membership meeting.
- f. A full Board of Directors shall consist of seven (7) members, which include: President, Vice President, Secretary, Treasurer, Financial Secretary, and two (2) Directors.
- g. No two principal offices may be combined with the exception of secretary and treasurer.
- h. The Board of Directors may appoint other personnel deemed necessary, who shall be ex-officio members of the Board of Directors with full voting privileges, such as curator, librarian, etc.
- i. The Board of Directors may appoint a committee or individuals for a specific purpose by a majority vote. These appointments end by a vote of the Board.
- j. The Board of Directors shall present an estimated yearly budget at the Annual Meeting.
- k. The Board of Directors shall make a report of its actions and recommendations at the Annual Meeting of the members.

Article V. MEETINGS

Section 1. Board meeting

- a. Board meetings are held monthly, except in the winter months and by the discretion of the President. The Board of Directors shall meet not less than four (4) times a year. Special meetings of the Board of Directors may be called by the president.
- b. Three (3) members of the Board of Directors shall constitute a quorum.
- c. Special meetings may be called by the president or may be called upon request of three (3) board members in good standing.
- d. Notice will be given to board members in writing, via phone and/or via email, at least 7 days prior to a special meeting.
- e. Only Board of Directors are allowed to vote during board meetings. Other members and guests are allowed to speak but not vote during board meetings.

Section 2. General Membership Meeting

- a. Regular general membership meetings shall be held at the call of the Board of Directors, but there shall be at least two (2) regular general membership meetings, which includes one Annual Meeting.
- b. Five (5) members shall constitute a quorum at a general membership meeting of the Society.
- c. All members are allowed to speak and vote during membership meetings. Guests are allowed to speak but not vote.
- d. Special meetings may be called by the president, or may be called upon request of three (3) members in good standing.

- e. Notice will be given to all members in writing, via phone and/or via email, at least 7 days prior to a membership meeting.

Section 3. Annual Meeting

- a. Annual Meetings of the Society will occur once a year, during which time members elect the board for the upcoming year.
- b. Five (5) members shall constitute a quorum at a general membership meeting of the Society.
- c. All members are allowed to speak and vote during membership meetings. Guests are allowed to speak but not vote.
- d. The date of the Annual Meeting shall be set by the Board of Directors and notice in writing, via phone, via email of at least seven (7) days will be given to members for the Annual Meeting.

Article VI. ELECTIONS

Section 1

- a. The officers shall be elected for a period of one (1) year by the members at the Annual Meeting. Officers are not precluded from being elected to hold office for more than one (1) year.
- b. A majority vote of the members present and voting shall elect an officer.
- c. At the board meeting of the month preceding the Annual Meeting, a nominating committee of three shall be appointed by the president. It shall be the duty of this committee to prepare ballots for voting and to present one or more names for each office to be filled. The list of candidates shall be read at the Annual Meeting. Nominations may also be made from the floor.
- d. Directors and elected officials shall be installed and assume their duties following the election.
- e. Any vacancy of officers shall be appointed by the Board of Directors and the replacement shall hold office until the next Annual Meeting.

Article VII. 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 V, 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 time 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 Northern 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 VIII. AFFILIATION WITH THE COUNTY HISTORICAL SOCIETY

- a. As an affiliate of the Bayfield County Historical Society, this Chapter shall submit an annual report of its activities, as required by Section 44.03 (3) of the Wisconsin Statutes, to the County society. It shall keep the County Society informed as to the results of its annual elections and as to the various projects and programs which it undertakes. **Every reasonable cooperation shall be given the Society in promoting interest and activity in Port Wing Area history in Bayfield County.** A prorated portion of the members' annual dues will be paid to the Bayfield County Historical Society to maintain Port Wing Area Historical Society affiliation.

Article IX. COMMUNICATION

- a. Email is the primary method of communication for Port Wing Area Historical Society for business.

Article X. PARLIAMENTARY AUTHORITY

- a. Roberts Rules of Order shall govern the proceedings in this organization not herein provided for.

Article XI. AMENDMENTS

- a. These by-laws may be amended by majority vote of members present and voting at the Annual Meeting or a special meeting, provide the amendment is either (A) submitted in writing to the membership fifteen (15) days prior to the regular meeting or (B) presented at a previous meeting and opened for discussion by the Society.

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 the Board of Directors vote to dissolve the organization, the membership must ratify that decision and the following steps shall be taken:**

- (1) Satisfy all liabilities and obligations:
- (2) Satisfy all conditions stipulated in agreements with donors;
- (3) Upon dissolution or other termination of the Port Wing Area Historical Society, all remaining assets of the Port Wing Area Historical Society not belonging to the Town of Port Wing, and after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore shall be turned over to the Bayfield County Historical.
- (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. 181.1401 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 the results of the vote on dissolution and compliance with the above procedures for dissolution 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 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 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.

Date adopted: July 15, 2008

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