

Bylaws of the Germania Historical Society

Rev #5 10/10/2023

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 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 Germania Historical Society Inc, and its headquarters shall be in the town of Germania, Township of Shields, Marquette County Wisconsin.

ARTICLE II. STATEMENT OF PURPOSE/MISSION STATEMENT

The purpose of the organization shall be the collection, preservation, and dissemination of materials and information relating to the history of Germania and surrounding areas. More particularly, its objectives shall be:

a. To locate and collect any material that may help establish or illustrate the history of Germania and the surrounding areas. 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. To disseminate historical information to any interested persons, groups, and institutions and to arouse interest in the history of Germania and surrounding areas 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.
- Documenting the history of Germania and the surrounding area.
- To collect photographs of the people and area
- To collect artifacts to display a past life style.
- To look after an existing collection of artifacts.
- To interview old timers and record the interviews.
- To research the history, preserve, and restore specific historical buildings.
- To commemorate local events and sites by erecting plaques or signs.
- To locate and commemorate historic trails.
- And/or any other related activity the organization may so choose to undertake.

- c. To make this material available for the appreciation, enjoyment, study, and research of individuals, scholars, and the general public at large.
- d. To accomplish these goals through the establishment of clearly defined and generally accepted collection, conservation, and interpretation policies and procedures.
- e. 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 thirty days following the date on which payment is due, and that date shall be October 31st. Memberships terminated for nonpayment of dues shall be reinstated as of the date payment is made.

Section 2. Classification and Dues

- 1. \$15.00 Individual Membership 1-Year
- 2. \$25.00 Family Membership 1-Year
- 3. \$50.00 Business Membership 1-Year
- 4. \$225.00 Lifetime Membership
- 5. \$400.00 Couple Lifetime Membership

Section 3. Voting and Privileges

- a. Each 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 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 3 and no more than 9. A change in the number of officers may be made by resolution at an annual meeting of the members, or at a special meeting of the members called and noticed for that purpose, but no reduction in the number of directors shall shorten the term of any officer then in office.
- b. Elections to the board shall be in accordance with the provisions of Article VII of these bylaws.

Section 2. Powers of the Board

- 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 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 to be conducted on or around June 15th of every year.
- 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 and Directors

- a. The principal officers shall be a 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. However, no two principal offices may be combined with the exception of secretary and treasurer.
- b. Responsibilities such as archivist, curator, historian, technology director, membership director, facilities director, etc., may be elected or appointed as the board of directors determines. There is no set duration of time for these responsibilities. It is at the sole discretion of the board of directors to add and remove resources as needed.

Officers:

President

Kevin DeCramer
PO Box 241
Brandon, WI 53919

Vice President

Kim Ross
34 Church St.
Montello, WI 53949

Secretary

Carole DeCramer
PO Box 241
Brandon, WI 53919

Treasurer

Jo Heller
N7627 15th Dr.
Neshkoro, WI 54960

Removal/Vacancy

- a. Any elected or appointed officer or resource may be removed, with or without cause, by vote of the officers 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. Officers may be removed by action of the membership in accordance with the Wisconsin non-stock corporation law.

Section 3. Duties of Officers

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.

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 that office.

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 or 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.

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 be responsible to the board in matters of financial policy and shall make reports at each board meeting.

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. 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. 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 be established by resolution of the board, which resolution shall determine the size and composition of the executive committee, provided that the executive committee shall be composed of at least three (3) persons, and further provided that all members of the executive committee shall be members of the board. The board may abolish the executive committee by resolution adopted at a meeting called and noticed for that purpose.

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 Officers

Every year in the monthly GHS meeting in October, the president shall call for nominations of elected Officers whose terms expire in the current year. The president, or the president's designee, shall provide a written notice either in print or electronic form at least 30 days in advance of this 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 of the open officer positions.

Section 3. Other Committees

The board of directors may appoint such committees as are deemed necessary for the efficient operation of the organization. Committees of the board shall be composed of one (1) or more board members. Other committees may include directors, officers, or regular members of the organization.

ARTICLE VII. ELECTIONS

Section 1. Officers

Officers shall be nominated in accordance with the provisions of Article VI, Section 2 of these bylaws. All Officers shall be elected by the members at the annual meeting of members. An Officer's term commences at the adjournment of the annual meeting of members at which the Officer is elected, and lasts for the following:

The terms of the President and Vice-President shall be two (2) years and staggered with one another. New elections to these offices will not occur in the same year so as to prevent total new leadership in the organization when the terms of these Officers have ended.

The terms of the Secretary and Treasurer shall be two (2) years and elected at the same time.

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 once a year or on an as needed basis. Special meetings of the board may be called by the president or by any member of the board, and each Officer shall be notified in person, by mail, or by email as to the time and place of such meeting.

b. A simple majority of, at the minimum, three sitting Officers 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 of the Membership

a. The date of the annual meeting shall be set by the board of directors. Notice of the meeting will be at least 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 the written request of two thirds 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 30 days in advance of the meeting.

c. Three of the membership present or represented by proxy shall constitute a quorum at any annual, regular, or special meeting of the membership.

ARTICLE IX. 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 8 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 considered 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 nonstock 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 southern 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 X. DISSOLUTION

Section 1. Voluntary Dissolution

- a. In the event the Germania Historical Society Inc, shall be unable to maintain its facilities or to sustain its activities, upon ratification by the members, or a vote by the board of directors to dissolve the organization, the following steps shall be taken:

1. An Attorney must be retained to ensure that these next steps are legally followed.
2. Complete the appropriate legal forms certifying the results of the vote on dissolution and compliance with the below procedures, then send a notice of intent to dissolve the organization to:

The Wisconsin Historical Society
816 State St.
Madison, WI 53706

3. Satisfy all liabilities and obligations.
4. Satisfy all conditions stipulated in agreements with donors for the return of loaned items to the GHSI or other agreements with GHSI donors.
5. Distribute all remaining assets exclusively for educational purposes to:

Marquette County Historical Society
125 Lawrence St.
Westfield, WI 53964

6. In the event the Marquette County Historical Society is dissolved, all remaining assets will be distributed to:

The Wisconsin Historical Society
816 State St.
Madison, WI 53706

7. In the event the Wisconsin Historical Society is dissolved, all remaining assets will be distributed 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.

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 GHSI property, records, and collections shall be distributed in accordance with Article X, Section 1, paragraph a, items 1-7 in this document.

ARTICLE XI. COLLECTION POLICY

- a. The Germania Historical Society Inc, will collect items for the purpose of preserving and interpreting the history of Germania, WI, and the surrounding areas of Marquette County, WI. The GHSI will also make materials available for research, but because the society holds these materials in trust for future generations, researchers are required to examine items in the society's facility only.
- b. The GHSI will collect historical materials in a variety of formats including, but not limited to: manuscripts, books and other written and printed materials; photographs, prints, paintings, and other visual materials; tapes, recordings, and other oral history materials; equipment, furnishings, clothing and other natural, commercial, institutional, and personal objects of the past.
- c. The GHSI will accept memorabilia only if it represents important themes or episodes in the community's past. The GHSI may choose not to accept items which are in poor condition, which duplicate similar items in the collection, which are not contemporary with the time period they depict, or which are beyond the scope of this collecting policy.
- d. All items accepted for the collections must be cataloged by the GHSI.
- e. Purchases of collectible items by the GHSI must be approved by the Board of Directors.
- f. Donations will be accepted only when accompanied by a signed Deed of Gift form that legally transfers ownership of the materials to the Germania Historical Society Inc. Forms must be signed by the donor and an authorized official of the GHSI. Both the donor and the GHSI will receive signed copies of the form for their files. Donations are tax deductible under Section 501c(3) of the U.S. Internal Revenue Code of 1954. Donors are responsible for arranging and paying for their own appraisals.
- g. Items in the cataloged collections can be disposed of only by a two-thirds vote of the Board of Directors. In case of disposition of cataloged collection items, any funds generated must be used to benefit the collections.
- h. Donated items may be accepted by a majority vote of the Board of Directors solely for the purpose of sale or exchange, provided that the donor is informed of that purpose.
- i. Loans are accepted only for a limited time period and only for the purposes of exhibition or research. Loans from the GHSI are made only for a limited time period, only to non-profit organizations of similar purpose, and only for exhibition or research.

ARTICLE XII. AMENDMENTS

These bylaws may be amended by a majority vote of the Officers 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 Officers thirty 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 Germania Historical Society meeting at W1936 Eagle Road, Neshkoro, Wisconsin, on the 10th day of October 2023, by the following vote:

Number of Officers having voting rights: 4

Number of Officers voting in person: 4

Number of Officers voting by proxy: 0

Number of Officers voting against: 0

Kevin DeCramer – President

Date

Kim Ross – Vice President

Date

Carole DeCramer - Secretary

Date

Jo L Heller – Treasurer

Date