

# **Waldemar Ager Association, Inc.**

## **Bylaws**

### **ARTICLE I: NAME**

The name of this organization, a Wisconsin nonprofit organization, shall be the Waldemar Ager Association, Inc., herein after called the "Ager Association".

### **ARTICLE II: PURPOSE**

The purpose of the Ager Association is to promote, preserve, and maintain the home, heritage, and literary works of Waldemar Ager; to create opportunities for the study of Nordic culture; and to promote the study and appreciation of immigrant cultures.

- a. Preserve and promote the literary contributions of Waldemar Ager,
- b. Identify and appropriately preserve and display manuscripts, documents, and other artifacts connected with Waldemar Ager's life and work,
- c. Encourage and support scholarly activity on the life and work of Waldemar Ager,
- d. Promote the study of other immigrant groups and cultures in the Chippewa Valley,
- e. Preserve the Waldemar Ager house in Eau Claire, Wisconsin and encourage appropriate non-profit functions for the house,
- f. Connect with other Scandinavian heritage groups
- g. Collaborate with other groups dedicated to the study and preservation of ethnic emigration history and culture in the Chippewa Valley, and
- h. Connect with literary groups.

The Ager Association is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of the Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE III: MEMBERSHIP**

Membership shall be open to all individuals and representatives of organization and clubs that support the purposes and pay dues. Each individual member or organization shall have one vote. The Board of Directors shall designate honorary non-voting members. These honorary members shall receive membership benefits and privileges, but do not pay dues.

### **ARTICLE IV: OFFICERS AND BOARD OF DIRECTORS**

Section 1. Officers.

The officers shall consist of a President, Vice-President, Secretary, and Treasurer. The officers shall serve as the Executive Committee.

Section 2. Directors.

There shall be four directors

Section 3. Board of Directors.

The Board of Directors shall consist of the officers and the four directors and hereinafter called the "Board".

Section 4. Nominating Committee

The Nominating Committee shall consist of three members and be appointed by the President

with the approval of the Board. It shall present a slate of candidates for the election of officers and directors to be held at the annual Fall General Membership meeting. Said slate is to be communicated to the membership at least two weeks in advance of the annual Fall General Membership meeting. Additional nominations may be made from the floor.

#### Section 5. Terms of Office.

All officers and directors shall serve two-year terms, with the Vice-President, Secretary, and two directors being elected in the odd-numbered years and the President, Treasurer, and two directors being elected in the even-numbered years. No officer shall serve more than two consecutive terms in the same office. All officers, except for the treasurer, and all directors shall begin their terms on the day following their election. In case of any vacancy of an officer or director, the President shall nominate a replacement for approval by the Board. The treasurer's term shall coincide with the fiscal year.

#### Section 6. Ex-officio Members.

Ex-officio Board members shall include the Past President and the Executive Director

#### Section 7. Duties.

The duties of the various officers shall be

- a. President: Prepare agenda, call and preside at meetings, appoint all standing and special committees with the approval of the Board of Directors or the Executive Committee, confer with representatives from other organizations and individuals on issues related to this organization's purposes, and annually appoint an audit committee to audit the books.
- b. Vice-President: Carry out the President's duties when the President is absent.
- c. Secretary: Record attendance, take minutes of the meetings, and keep historical records. In the absence of both the President and the Vice-President, the Secretary shall conduct meetings.
- d. Treasurer: Maintain the financial records, conduct the financial affairs of the organization, prepare an annual budget, submit materials for an audit, and serve on the Finance Committee.
- e. The President shall appoint each Board Member to serve as a liaison to one or more committees.

### **ARTICLE V: COMMITTEES**

#### Section 1. Terms and conditions of membership.

Committee members will be appointed for two-year terms. The chair or co-chair of any committee shall be an Ager Association Member. Any member of the Ager Association may serve on a committee. Interested non-members may be added.

#### Section 2. Standing Committees.

The standing committees shall be:

- a. Membership Committee: responsible for social media and member services.
- b. Program Committee: responsible for program planning, special events, and education.
- c. Facilities Committee: responsible for property, building, and grounds.
- d. Finance Committee: responsible for fundraising and investments.
- e. Library Committee: responsible for acquisitions, cataloging, and providing access to collections.
- f. Publicity Committee

Section 2. Special Committees.

The President, with the approval of the Board or the Executive Committee, may create, establish the purpose and responsibilities of, and abolish special committees as needed.

**ARTICLE VI: MEETINGS**

Section 1. Board of Directors.

The Board shall meet a minimum of three times year.

Section 2. The Executive Committee.

The Executive Committee shall meet as needed.

Section 3. General Membership.

There shall be a meeting in the fall of each year with elections of officers and directors. The President may call additional meetings.

**ARTICLE VII. FISCAL YEAR.**

The fiscal year shall be January 1 to December 31.

**ARTICLE VIII: DUES**

Membership dues are to be paid annually. The classes of membership shall be: General, Supporting, Sustaining, Organization, and Life.

The Board of Directors shall establish the dues structure.

**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 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 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 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 West Central 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 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 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) 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.
  - (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.

### 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.

**ARTICLE XI: CODE OF ETHICS**

The Ager Association does not discriminate on the basis of race, ancestry, color, age, familial status, disability, religion, gender, sexual orientation, marital status, lawful sources of income, national origin, or any other discriminatory practice prohibited by federal, state or local statute, ordinance, or regulation.

We are committed to respecting the communities with which we work and serve and acting honestly, truthfully and with integrity in all our transactions and dealings; avoiding conflicts of interest; treating our grantees, employees, and every individual with dignity, respect, fairness and good faith and providing conditions of employment that safeguard their rights and welfare; being a good corporate citizen and complying with both the spirit and the letter of the law; acting responsibly toward the communities in which we work and for the benefit of the communities that we serve; and being responsible, transparent and accountable for all of our actions.

**ARTICLE XII: PARLIAMENTARY PROCEDURE**

Roberts Rules of Order, revised, when not in conflict with these bylaws, shall govern the proceedings.

For Board meetings, a quorum shall consist of two thirds of the members of the board.

For general membership meetings, a quorum shall consist of 15 members.

**ARTICLE XIII: AMENDMENTS**

Amendments to these bylaws may be made at any meeting of the general membership by a two-thirds vote of those dues-paying members present. Proposed amendments shall be communicated to each dues-paying member at least two weeks before the meeting at which the voting is to take place.

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Revisions: August 8, 1995; July 18, 2000; May 5, 2002; September 28, 2003, September 17, 2006; 17 October 2017, 31 December 2017