

CALEDONIA HISTORICAL SOCIETY
5043 Chester Lane
Racine, WI 53402
BY-LAWS

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 this organization is incorporated as a non-stock, non-profit corporation affiliated with the Wisconsin Historical 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 Roberts 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 Caledonia Historical Society, and its headquarters shall be in the Village of Caledonia, Wisconsin.

ARTICLE II. MISSION

The mission of the organization shall be the collection, preservation, and dissemination of materials and information relating to the history of Caledonia.

More particularly, its objectives shall be:

- a. To locate and collect any material that may help establish or illustrate the history of Caledonia. 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 person, groups, and institutions and to arouse interest in Caledonia 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; 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 sex, race, color, religion, creed, age, national origin, ancestry, pregnancy, marital status or parental status, sexual orientation, or disability or upon any other basis that would be prohibited by law.
- 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 sixty days following the date on which payment is due, and that date shall be the date membership was initiated. Memberships terminated for nonpayment of dues shall be reinstated as of the date payment is made.

Section 2: Classification and Dues

- a. Membership classifications and dues for each class shall be set by the board of directors.

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.
- b. Life members, if any, and such individuals who subscribe to business and professional, sustaining, and contributing memberships in their own names as individuals shall be entitled to a vote as outlined in Section 3 a.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Composition of the Board

- a. The Board of Directors shall consist of nine directors and those officers to whom board status is attributed under the provisions of Article V of these bylaws. The total number of members on the Board of Directors, including those officers and directors, shall be thirteen. A change in the number of directors 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 director then in office.
- b. Elections to the board shall be in accordance with the provisions of Article VII 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.

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.
- b. The board of directors shall adopt and enforce policies for conflict of interest for board members, officers, and staff members of the organization.

ARTICLE V: ELECTED OFFICERS

Section 1: Classification of Officers

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

Section 2: Removal; Vacancy

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

Section 3: Duties

- a. 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.
- b. Duties of Vice-President. The vice-president shall undertake any special assignments given him or her by the president or the board. The Vice-President directs the Endowment Committee. 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.
- c. 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 of 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. The retention of these records shall be indefinite.

- d. 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.
- e. 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.
- f. 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: Governance Committee

a. The board of directors will appoint a governance committee of three (3) or more voting members who are non-board members to act as the “conscience of the board.” The governance committee will focus on board recruitment and composition and will address board development and performance with recommendations for board self-assessment tools and processes. The governance committee may also provide orientation and educational materials for the board of directors. The governance committee examines how the board is functioning, how the board communicates, and whether the board is fulfilling its responsibilities.

b. The governance committee also acts as the nominating committee and shall nominate members for election as officers and to the board of directors. The president, or the president’s designee, shall provide a written notice either in print or electronic form which is readily accessible to all the organization’s members at least 30 days in advance of the annual meeting. Such a notice will notify the organization’s membership of the possibility of nominating individuals for consideration by the governance committee and the process for which nominations can be made. The governance committee shall also be responsible for the distribution and counting of ballots at the election meetings. Either the presiding officer or the chairman of the governance committee shall announce the results.

Section 2: Finance/audit Committee

The board of directors will appoint a finance/audit committee of three (3) or more voting members who are non-board members. The finance/audit committee will monitor financial practices and the process in which the financial practices are carried out in the organization. The finance/audit committee will monitor financial transactions on an ongoing basis and will examine the organization’s financial management practices and policies to ensure adequate controls are in place so that transactions take place according to policy.

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 three (3) or more

board members. Other committees may include directors, officers, or regular members of the organization.

ARTICLE VII: ELECTIONS

Section 1: Directors

- a. Directors shall be nominated in accordance with provisions of Article VI, Section 1b of these by-laws. All directors shall be elected by the members at the annual meeting of members. A director's term commences on January 1st following the adjournment of the annual meeting of members at which the director is elected, and last for three (3) years, or until the director's successor is elected and qualified. The terms of directors shall be staggered.
- b. Vacancies among directors occurring before the expiration of term shall be filled by election of the Board of Directors and those so elected shall complete the term of the director at large they replace.

Section 2: Officers

- a. Officers with board rank -- president, vice president, secretary, treasurer -- shall be elected by the members at the annual meeting of members. An officer's term commences on January 1st following the adjournment of the annual meeting of members at which the officer is elected, and lasts for one (1) year, or until the officer's successor is elected and qualified.
- b. Vacancies in all offices occurring before the expiration of the specified term of office shall be filled by election by the Board of Directors and those so elected shall hold office until the next scheduled election for that office.

ARTICLE VIII: MEETINGS

Section 1: Meetings of the Board of Directors

- a. The Board of Directors shall meet Quarterly. Special meetings of the board may be called by the president or by any three members of the board, and each director shall be notified in person, by mail, by or email as to the time and place of such meeting.
- b. Five of the Board of Directors present (2 Officers and 3 Directors) and eligible to vote shall constitute a quorum at any regular or special meetings of the board.

Section 2: Meetings of the Membership

- a. The annual meeting of this organization shall be held in the month of November each year. Other regular meetings of the membership shall be held monthly.
- 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 10 percent 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.
- c. One Hundred percent 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 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 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 comply with all Federal and State 501(c)(3) tax exempt status requirements.
 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 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 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 all Federal and State 501(c)(3) tax exempt status requirements.

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 members of this organization to the extent to which the organization provides the Wisconsin Historical Society with current membership 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 South Eastern 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. Ownership of the land known as Part of Parcel No.51-104-04-22-14-065-000 deeded to the Caledonia Historical Society on February 5, 2014, shall revert to the grantor (Village of Caledonia), and its assigns
 - 4. Ownership of the land known as Part of Parcel No. 104-04-22-14-064-001 deeded to the Caledonia Historical Society on May 18, 2015, shall revert to the grantor (Racine County) and its assigns.
 - 5.. 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.
 - 6. Complete the appropriate legal forms certifying to 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: Amendments

These bylaws may be amended by a two-thirds vote of members 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 membership 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 Caledonia History Society membership meeting at the Village of Caledonia, Wisconsin on the **16th** ___ day of ___ September _____ 2021 by the following vote:

Number of members having voting rights **100** _____

Number voting in person or by proxy ___ 14 _____

Number voting for 14 ___; Number voting against _0___.

President David Christian _____

Secretary Lynda Lechner _____

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