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BYLAWS of Wisconsin Canoe Heritage Museum, Inc.

PREAMBLE

These bylaws shall supersede all previous bylaws and amendments thereto and shall be consistent with the provisions of Chapter 181 and s. 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 s. 44.03 of the Wisconsin Statutes and Robert's Rules of Order shall govern the proceedings of this organization not provided for herein.

ARTICLE I. NAME

The name of this organization shall be Wisconsin Canoe Heritage Museum, Inc. and its headquarters shall be in the city of Spooner, Wisconsin.

ARTICLE II. MISSION

The mission of the organization shall be the acquisition, preservation, and dissemination of materials and information relating to the history and heritage of canoe building, canoes, and canoeing.

More particularly, its objectives shall be:

- a. To locate and acquire any material that may help establish or illustrate the history of canoe building, canoes, and canoeing. These materials shall be acquired, preserved, and exhibited in accordance with all laws and regulations that may apply to the acquisition, possession, and exhibition of such materials.
- b. To disseminate historical information to any interested persons, groups, and institutions and to arouse interest in canoe building, canoes, and canoeing 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 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 acquisition, 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 30 days following the date on which payment is due, and that date shall be December 31. Memberships terminated for nonpayment of dues shall be reinstated as of the date payment is made.

Section 2. Classification and Dues.

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

Section 3. Voting and Privileges.

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 9, and no more than 11. 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.

Section 2. Powers of the Board.

The board of directors shall have the power to conduct the affairs of this organization including, but not limited to, the appointment of standing or special committees; the approval and authorization of the expenditures of the organization; the engagement and termination of staff members; and the creation and implementation of policies for the development, operation, and maintenance of the organization's programs and facilities. The board may delegate any of these powers unless prohibited by these bylaws.

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 indemnification of and conflicts 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 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. Other officers such as archivist, curator, or historian may be elected or appointed as the board of directors may determine.

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 statutes governing non-stock corporations.
- d. Directors may be removed by action of the board of directors for failure to adhere to meeting attendance requirements established at or before commencement of the director's term.
- e. Upon the death or resignation of a director, the vacancy created may be filled by the board of directors until the next annual meeting of members, at which time any remainder of the unexpired term shall be filled by election by the membership.

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 or the duty of signing such documents has been delegated to another-- 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. 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 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.
- 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. Executive Committee.

- a. **Executive Committee.** 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 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 the president's designee, or whichever available officer is senior in rank, should the president be unavailable or the office vacant.

Section 2. Nominating Committee.

The Nominating Committee. Every year the president shall appoint a nominating committee of three (3) or more voting members to nominate members for election to the board of directors. 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 the annual 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 by the nominating committee and the process for which nominations can be made.

Section 3. Other Committees.

The board of directors may appoint such committees as are deemed necessary for the efficient operation of the organization, and the chair of each such committee may select the persons to serve on the committee. Committee members may serve for a specified or for an indefinite term consistent with the nature of their duties as determined by the committee chair. Committees of the board shall be composed of 3 or more board members. Other committees may include directors, officers, regular members, or nonmembers, provided that nonmembers may not constitute a majority of any such committee.

ARTICLE VII. ELECTIONS

Section 1. Directors.

Terms of board members. Directors shall be nominated in accordance with the provisions of Article VI, Section 2 of these bylaws. All directors shall be elected by the members at the annual meeting of members. A director's term commences at the adjournment of the annual meeting of members at which the director is elected, and lasts for 1, 2, or 3 years, until such time as the terms of directors are staggered. Thereafter the term for directors shall be three years.

Section 2. Officers.

- a. Principal officers--president, vice president, secretary, and treasurer--shall be elected by and from the board of directors at a meeting of the board immediately following the annual meeting of members to serve for a period of one year or until their successors are elected and qualified.
- b. 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 quarterly. Special meetings of the board may be called by the president or by any 3 members of the board, and each director shall be notified in person, by mail, or by email as to the time and place of such meeting.
- b. A simple majority of the sitting 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 set by the board of directors. Notice of the meeting will be provided to members 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 5 members in good standing 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, place, and purpose of the meeting at least 5 days in advance of the meeting.
- c. The board of directors shall determine the number of the membership present or represented by proxy that 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 as prescribed by 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 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.

This organization shall be a member of the Northwestern 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, lenders and borrowers;
 - (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. AMENDMENTS

These bylaws may be amended by a two-thirds vote of members present or voting by proxy at any regular or special meeting called for the purpose, provided that the amendment is either submitted in writing to the membership at least 30 days in advance of the meeting or presented for an announced open discussion at the meeting prior to the one set for action on the amendment. These bylaws may also be amended by a two-thirds vote of the directors in office, but any bylaw adopted by the directors is subject to amendment or repeal by the members as well as the directors.

CERTIFICATE OF ADOPTION

It is hereby certified that the foregoing bylaws of this corporation were adopted by Wisconsin Canoe Heritage Museum, Inc. meeting at Spooner, Wisconsin on the ___ day of _____ 2014, by the following vote:

Total number of members having voting rights: _____.

Number voting in person: _____.

Number voting by proxy: _____.

Number voting in favor of adoption: _____.

Number voting against adoption: _____.

_____ President

_____ Secretary