

BY-LAWS of the GREENDALE HISTORICAL SOCIETY, INC

May 31, 2015 (Amended dues Structure)

August 10, 2016 (Added Mission Statement)

November 14, 2022 (Added to Article VI, Meetings, in **bold**)

November 11, 2024 (Executive Committee, Appendix A, in [blue](#)).

PREAMBLE

These By-Laws shall supersede all previous By-Laws and amendments thereto and shall be consistent with the provisions of Chapter 181 and §44.03 of the Wisconsin Statutes and with the Articles of Incorporation and all subsequent restatements and amendments thereto filed with the Secretary of State under which this organization is incorporated as a non-stock, non-profit corporation affiliated with the State Historical Society of Wisconsin and shall govern the administration and activities of this organization. Furthermore the provisions of Chapter 181 and §44.03 of the Wisconsin Statutes and Roberts Rules of Order shall govern the proceedings of this organization not herein provided for.

MISSION STATEMENT

It is the mission of the Greendale Historical Society to preserve and promote the buildings, landmarks and artifacts that illustrate the history of Greendale, Wisconsin; to increase awareness, understanding and appreciation of the Village's founding, growth and designation as a National Historic Landmark; and to strengthen the current and future historic character of the Village.

ARTICLE I. PURPOSES AND OBJECTIVES

As stated in the Articles of Incorporation the purposes of this organization are exclusively educational and shall be to preserve, advance, and disseminate in the manner hereinafter prescribed, knowledge of the history of the Village of Greendale, Wisconsin.

Section 1. Libraries, Museums, and Historic Sites

- a. As time and circumstance and the will of the members dictate this corporation may establish and operate a local history museum, a local history library, and one or more historic sites. These facilities may be combined into one facility or may be separate facilities. Singly or in combination they maybe developed and operated solely by this corporation or they may be developed and operated in cooperation with any other educational organization, city council, county board, or state or local agency, or such civic or patriotic organizations qualifying for affiliation under the provisions of §44.03(2) of the Wisconsin Statutes.

- b. To the extent to which human and financial resources shall permit practices and procedures in the collection, accessioning, cataloging, use and display of museum and library materials shall be consistent with standard site, museum and library practices and procedures such as those recommended by the Office of Local History and other departments of the State Historical Society.
- c. The president shall cause applications for state and federal tax exempt status to be made, and such status shall be kept in force through the filing of subsequent annual reports as required by the Internal Revenue Service and the Wisconsin Department of Revenue.

Section 2. Research and Publication

- a. The resources of this organization may be used for research and publication ranging from projects in oral history and historic sites inventories and site maps and marking to the printing and distribution of newsletters, periodicals, books and such other literature as may relate to state or local history.
- b. Books and research materials and such other literature or publications related to state or local history not created by this organization may be purchased for the organization's library or museum.
- c. The purchase of books and literature described in the foregoing paragraphs may also be made for resale or for free distribution to members, schools, libraries and such other institutions as may be determined by the board of directors.

Section 3. Other Programs and Activities

- a. The expenditure of funds to pay for speakers and other expenses of meetings and special events for the membership and/or for the general public, for tours, for junior historian projects, for miscellaneous museum, site, and library related activities and administrative and operating costs and for such other programs, projects or activities for the furtherance of the purposes for which this organization is incorporated may be made in the manner approved by the board of directors.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility for membership

- a. Application for voting membership shall be open to any current resident, property owner, business operator, employee of the Village of Greendale, or any persons who are interested in the history of the Village of Greendale. Membership is granted after completion and receipt of a membership application and annual dues.

- b. All persons shall be entitled to membership in the Greendale Historical Society without discrimination on the grounds of gender, race, religion, ethnic identity, age disability, marital status, domestic partnership status, or sexual orientation.
- c. Membership shall terminate automatically for non-payment of dues as of the day following the date on which payment is due, and that date shall be December 31. Memberships terminated for non-payment of dues shall be reinstated as of the date payment is made. Fiscal year is from January 1 to December 31.

Section 2. Classification and Dues

- a. Memberships shall be of five classes as follows: Individual, Household, Business, Supporting Member, Sustaining/Lifetime.
- b. The annual dues for each class of membership be as follows: Individual (\$20), Household (\$30), Business(\$50), Supporting Member(\$100), Sustaining/Lifetime (\$500)

Section 3. Voting and Privileges

- a. Each individual 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 proceeding of the organization.
- b. Each adult included in the family membership shall be entitled to the same voting rights and privileges as pertain to the individual membership.
- c. Non-adults included in family shall not be entitled to vote except under such circumstances as shall be set forth in the regulations and proceedings and they shall enjoy such benefits and privileges as shall be set forth for their enjoyment and appreciation of membership.

Section 4. Non-voting membership

- a. The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Composition of the Board

- a. The number of directors of this corporation shall be thirteen (13).
- b. Each director shall hold office for the two year term for which he is elected and until his successor shall have been elected or until resignation or removal. A direc-

tor may resign at any time by filing his letter of resignation with the secretary of this corporation. A director may be removed from office by the unanimous vote of the remaining directors, taken at a special meeting of the Board of Directors for that purpose.

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 By-Laws. This shall include 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.
- b. The Board of Directors shall have the power to create or terminate an executive committee, special boards of trustees or advisors and such permanent and special committees as are deemed necessary and which shall include a membership committee, a nominating committee, a program committee, a public relations committee and such accessioning and cataloging and museum and library committees as shall be required, and not limited to such committees determined need at the time. The manner in which committee chairmen and committee members shall be appointed shall be set forth in the regulations and proceedings.

ARTICLE IV. OFFICERS

Section 1. Classification of Officers

- a. The officers shall be a president, vice president, immediate past president, treasurer, and secretary and such officers shall be members of the Board of Directors for the duration of the term for which they are elected.
- b. Other officers such as chaplain, sergeant-at-arms and curator-historian may be elected or appointed without board rank as the Board of Directors may determine.

Section 2. Duties

- a. Officers shall perform the duties traditional to their offices and in conformity to state statutes and Roberts 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 offices of board rank may be combined with the exception of secretary and treasurer.
- b. All officers and directors at large shall familiarize themselves with these By-Laws 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 V. ELECTIONS

Section 1. Directors at Large

- a. Directors at Large shall be elected by a majority vote of the Board of Directors.
- b. Vacancies among Directors at Large occurring before the expiration of terms shall be filled by appointment by the Board of Directors. Those appointed shall complete the term of the Director at Large they replace.

Section 2. Officers

- a. Officers with board rank shall be President, Vice President, Secretary, and Treasurer and shall be elected by the membership at the annual meeting to serve for a period of two years and until their successors are chosen. The Immediate Past President shall also be an officer with board rank.
- b. Officers without board rank as specified in Section 1 (b), Article IV, shall be elected by the Board of Directors at the annual election meeting to specified or indefinite terms consistent with the nature of their duties and as determined by the Board.
- c. 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 VI. MEETINGS

Section 1. Meetings of the Board of Directors

- a. The Board of Directors shall meet once per month. Special meetings of the board may be called by the president.
- b. Five members of the Board of Directors present and eligible to vote shall constitute a quorum at any regular or special meeting of the board.
- c. **An emergency meeting/vote may be called by any two members of the Board of Directors and may be in person, virtual, or for e-vote.**
- d. **Emergency meeting/vote must be preceded by (24) hour notice to all Board members which contains agenda and/or motion(s) to be considered**
- e. **Potential agenda items sent via eMail are not an invitation for discussion**
- f. **Vote by email (e-vote) is subject to rules stated in Section 3 of this Article**

Section 2. Virtual Meetings of the Board of Directors

- a. **Virtual meetings of the Society shall be subject to all rules as stated in these bylaws. When a teleconference is being conducted an Internet platform such as Zoom will be utilized.**

- b. The following criteria shall be met:
- (1) The Secretary shall send an email to every member at least two (2) weeks before each meeting with the time of the meeting, the URL and code necessary to connect to the Internet meeting service, the phone number for audio connection and/or to participate by phone and a copy of, or link to, these rules.
 - (2) The President and Secretary must have access to a control panel which enables them to perform their duties during the meeting, such as ensuring the text of the pending motion is properly displayed, assigning the floor to a member, opening and closing the polls for taking a vote, etc.
 - (3) The meeting platform, such as Zoom, should begin at least (10) minutes before the start of each meeting.
 - (4) If the computer has a webcam, it must be turned on.
 - (5) The list of participants in the meeting must be visible and identified with proper name.
 - (6) The presence of a quorum shall be established by audible roll call at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating members.
 - (7) To seek recognition or to make a motion, a member shall use the raise hand feature.
 - (8) A member who intends to make a motion shall use the raise hand feature.
 - (9) Motions should be submitted and viewed in writing. The Secretary shall designate an online area exclusively for the display of the motion

Section 3. Voting by eMail (E-vote)

- a. An e-vote shall be conducted following the rules for an emergency meeting as stated in these by-laws and in this section
- b. Emergency meeting e-vote shall be limited to one motion
- c. A quorum of Board Members must have access to the necessary equipment for participation in an e-vote.
- d. E-vote results must be reported at the next regular Board meeting and entered into the official minutes
- e. Present a motion for consideration
 - (1) Board members shall receive the e-vote motion via email by the President or designee.
 - (2) Such notice shall include the motion and supporting documentation for the e-vote.
 - (3) A second is not required
 - (4) Only one main motion may be considered at a time

- (5) The president or designee shall establish a time frame for all motions and amendments
 - (6) The subject line must include the word “Motion.” The first line of the message must begin with “It is moved to (or that)...” If the motion comes from a specific officer or committee member “(name of officer) moves to (or that)...”
- f. Debate the motion**
- (1) Members shall use “Reply All” in all discussion
 - (2) Members may reply at will within the allotted time per the president
 - (3) Amendments may be made to the main motion “Motion 1” by the designation “1.a”
 - (4) The President or designee shall close debate by asking, “Are you ready for the question on Motion 1” ?
- g. Vote on the motion**
- (1) The President or designee shall put the question to a vote by restating the pending question in an email subject line: VOTE and requesting the members to vote now.
 - (2) The President or designee shall include the time frame/deadline for the vote.
 - (3) Members shall state, “I vote yes,” or “I vote no” in the first line of the response and use “Reply All”.
 - (4) The secretary shall tally the votes and report the result of the vote to the participants, including the number of votes cast for and against the motion.
 - (5) The President or designee shall conclude the emergency meeting/vote by “reply all”

Section 2. Meetings of the Membership

- a. The annual meeting of this organization shall be held in the month of October each year.
- 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 75% of the membership. When a special meeting of the members is called each member shall be notified in person or by mail as to the time and place and purpose of the meeting.
- c. A quorum is established with the membership present at any annual, regular or special meeting of the membership.

ARTICLE VII. AFFILIATION WITH THE STATE HISTORICAL SOCIETY

Section 1. Authority for Affiliation

- a. This organization is an affiliate of the State Historical Society by virtue of the incorporation under the provisions of §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 State Historical Society.
- b. As an affiliate this organization is a member of the State 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 By-Laws. The State Historical Society may terminate affiliation by formal resolution of the Board of Curators, a copy of which shall be deposited with the Secretary of State.
- d. The following shall be causes for termination of affiliation by the State 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 Office of Local History for three successive years.
 - (3) Consistent failure to hold meetings for the membership as set forth in Paragraph a. Section 1, Article VI of these By-Laws.
 - (4) Failure to maintain state and federal tax exempt status.
 - (5) Failure to maintain proper donor, accessioning, cataloging, 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 Office of Local History of the State 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.
- b. The State Historical Society shall be notified of all changes in the Articles of Incorporation and the By-Laws.
- 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 state and federal tax exempt status as required by the Paragraphs (c) and (d) of Section 1, Article I of these By-Laws.

Section 3. The Role of the State Historical Society in Affiliation

- a. The State 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 State Historical Society with the current membership mailing lists.
- b. The organization shall receive without charge such publications and periodicals as the State Society shall determine, but such publications will include the Wisconsin Magazine of History, Badger History, Then and Now and Exchange. Exchange, the Office of Local History Newsletter, shall be sent to all officers and directors whose names are on the State Society's current mailing list, but only one copy of the other publications shall be sent and they shall be mailed on behalf of the organization to the president.
- c. To the extent to which staff time and funds permit the State Historical Society shall extend its professional and technical services to this affiliate. In general such services shall be without cost to the affiliate, however, extended and costly services may be negotiated on a cost sharing basis. The Office of Local History is designated as the principal liaison office and advisor for the affiliate.

Section 4. The Wisconsin Council for Local History

- a. This organization shall be a member of the southeast region of the Wisconsin Council for Local History, the association of the affiliates of the State Historical Society established by the Board of Curators in 1961 through the authority of §44.03 (5) of the Wisconsin Statutes. All members, officers, and directors of this organization are entitled to attend the annual regional conventions of the Council and its annual state convention held in Madison in conjunction with the Annual Institute for Local History.
- b. The president of this organization or an appointed delegate shall attend the regional conventions to give an oral report on the activities of the organization, or, whenever circumstance prevents shall submit a written report to be read by the regional chairman.
- c. In the year in which the name of this organization reaches the top of the list in the annual alphabetical rotation of the names of the affiliates in the region, the president of the organization or an appointed delegate shall serve as regional vice chairman, and in the following year shall serve as regional chairman. In the year of service as regional chairman the organization shall sponsor and conduct the regional convention over which the president shall preside. In both years the president may attend the three scheduled and any special meetings of the Advisory Committee of the Council as a voting member thereof. During membership on the Advisory Committee and thereafter the president shall be eligible to election as a state officer of the Council.

ARTICLE VIII. 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 State Historical Society whereupon the State Society shall supply the necessary legal forms and instructions to be followed in effecting the dissolution.
- 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 §181.51 and §44.03 of the Wisconsin State Statutes and §501(c)(3) of the Internal Revenue Code.
 - (4) Complete the appropriate legal forms certifying to the results of the vote on the dissolution and distribution of assets, submitting the same to the State Historical Society and approval of the Board of Curators the document shall be filed with the Secretary of State.

Section 2. Involuntary Dissolution

- a. In the event the organization becomes so inactive that there are no remaining officers, directors or members to effect voluntary dissolution proceedings for involuntary dissolution may be initiated by the State Historical Society in accordance with the provisions of §44.03(3) of the Wisconsin Statutes.
- 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 By-Laws of the organization or in the agreements of donors shall vest in the State 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 By-Laws, with the first offer being made to whatever county or local government unit that may have aided the organization financially.

ARTICLE IX. AMENDMENTS

These By-Laws may be amended by a two-thirds vote of the Board of Directors at any regular meeting or special meeting called for the purpose, provided the amendment is either submitted in writing to the Board of Directors thirty (30) 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. Any By-Law adopted by the Board of Directors can be subject to

amendment or repeal by a two-thirds vote of the members present at any regular meeting or special meeting called for the purpose.

APPENDIX A. Greendale Historical Society Executive Committee Duties and Responsibilities

The key responsibilities of an Executive Committee are to set the strategic direction, prioritize the agenda, address urgent matters, and other matters including but not limited to: Set the BOD meeting agenda. Identify the most pressing issues and set agendas for full board meetings focusing on the most significant and timely matters. The Committee shall meet at least 5 days prior to the monthly BOD meeting.

Make time-sensitive decisions. For urgent issues that can't wait for the full board, the committee has the authority to make timely decisions and spend no more than \$2,500 without BOD approval.

Manage situations. Deal with various issues in a timely and confidential setting.

Oversee projects. Provide oversight for critical projects or initiatives, monitor committee progress and address any roadblocks.

Develop long-term vision. Guide the organization's long-term vision and strategy.

Support officers, committee chairs. Monitor progress, provide timely feedback, assistance, and guidance.

Enhance the BOD Membership/Operation. Attract new board members; improve operations.

Report to the BOD. Make monthly reports to the BOD.

CERTIFICATE OF ADOPTION

It is hereby certified that the foregoing By-Laws of this corporation were adopted by the current Board of Directors in accordance with §181 of the Wisconsin Statutes meeting in Greendale, Wisconsin on the 4th day of February, 2008 by the following votes:

Number of directors on the current board: 7

Number of voting in person: 5

President of the Board

Secretary of the Board