

BYLAWS OF THE BAY VIEW HISTORICAL SOCIETY, INC.
Revised October 2021

PREAMBLE

These bylaws shall supersede all previous bylaws and amendments thereto and shall be consistent with the provisions of Chapter 181 and Sec. 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 the organization. Furthermore, the provisions of Chapter 181 and Sec. 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. PURPOSES AND OBJECTIVES

As stated in the articles of incorporation, the purposes of this organization are primarily educational and shall be to preserve, advance, and disseminate, in the manner hereinafter described, knowledge of the history of Bay View, Milwaukee, Wisconsin. It is the intent of the Bay View Historical Society to be non-discriminatory in compliance with state, federal and local laws.

Section 1. Libraries, Museums, Historic Sites and Websites

- a. As time and circumstance and the will of the members dictate, this corporation may establish and operate a local history reference 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 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 Sec 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 this status shall be kept in force through the filing of subsequent annual reports as required by the Internal Revenue Service, Wisconsin Department of Regulation and Licensing and the Wisconsin Department of Revenue, if applicable.

Section 2. Research and Publication

- a. The resources of this organization may be used for the printing and distribution of newsletters, periodicals, books and other literature related to state or local history and for research projects including those dealing with historic sites, oral history, inventories and site maps and markings. Archival material may be loaned or otherwise disbursed only according to guidelines developed by the Archive Committee and approved by the Board.
- b. The *Bay View Historian* is the official publication for the organization's notices.

ARTICLE II. MEMBERSHIP

Section 1. Qualifications

- a. Any person, institution, or organization may become a member of this corporation upon payment of the dues stipulated for the classification of membership for which the applicant applies.
- b. Membership shall be renewed annually to remain active except for lifetime members in which case once lifetime dues are paid they shall remain members for life and not be required to renew membership each year.

Section 2. Classification and Dues

- a. The membership categories and the annual dues for each respective class will be set by the board of directors.
- b. Each elected city, county, and state representative of Bay View shall be an honorary member of the Society for the duration of his/her term in office. The board may bestow honorary membership on non-elected individuals at their discretion. Honorary membership does not include voting privileges.

Section 3. Voting and Privileges

- a. Each individual member shall be entitled to one vote. Household members shall be entitled to two votes.
- b. Each member shall be entitled to the benefits and privileges of this organization.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Composition of the Board

- a. The board of directors shall consist of officers and members of the board. The board shall have up to TWELVE members but no fewer than EIGHT members. Any exception must have unanimous approval by the board and be limited in length to one year. (Or one term if that is preferred.)
- b. Elections to the board of directors shall be in accordance with the provisions of Article V, Section 1 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 authority, as is not otherwise set forth in these bylaws.
- b. This shall include the approval and authorization of an annual budget reflecting normal and customary expenditures of the organization.
- c. The board shall have the responsibility for hiring, evaluating and terminating staff and creating and implementing policies for the development, operation, and maintenance of facilities.
- d. The board of directors shall have the power to create or terminate an executive committee, special boards of trustees or advisors and other permanent and special committees, as they deem necessary.
- e. The board of directors must approve expenditures of each committee in excess of \$100.00 unless included in the annual budget.

Section 3. Responsibilities of Directors

- a. Directors shall attend board meetings and all regular and special meetings.
- b. A director shall be removed automatically if he/she misses three (3) consecutive board meetings without prior notice and just cause within a period of one year.
- c. The Secretary shall distribute a copy of these bylaws to each director upon their election and post bylaws on the website.

ARTICLE IV. OFFICERS

Section 1. Classification of Officers

- a. The officers shall include a president, a vice-president, a secretary and a treasurer.
- b. No two offices of board rank may be combined.

Section 2. Duties

- a. Officers shall perform the duties traditional to their offices and in conformity with state statutes and Robert's Rules of Order.
- b. The President shall appoint a person or persons who do not sit on the board to review the books of the society annually. The name(s) shall be printed in the *Bay View Historian*. An audit may be performed as needed.
- c. The Treasurer shall submit a proposed annual budget based on the Society's fiscal year, January 1 to December 31, to the Board of Directors for approval at least 30 days prior to the end of the Society's fiscal year.
- d. A treasurer's report shall be prepared during the first quarter of the fiscal year and printed in the *Bay View Historian* and presented at the next membership meeting.

ARTICLE V. ELECTIONS

Section 1. Directors

- a. At the last business meeting of the year, members shall elect directors from voting members of the Society in good standing. One third of the directorships shall become vacant each year. Elections to these vacancies shall be held each year and will be for a term of three years. Only two consecutive board terms shall be permitted. In the event a director is elected to fill an unexpired term they shall still be eligible to serve two full additional terms of office.
- b. Vacancies among directors occurring before the expiration of a term shall be filled in an election by the board of directors and those so elected shall serve until the next annual election takes place..
- c. A nominating committee for directorship candidates shall be formed at least 90 days before the election of directors. The committee including the chairperson shall be appointed by the President and confirmed by the Board of Directors. It shall be comprised of no more than 7 volunteers and shall include no more than two current directors who shall not be the current board president or director whose position is up for election. The committee shall thereupon set its schedule.
- d. The nominating committee shall prepare a slate of board candidates for vacancies to be filled at the next regular election of directors. An opportunity for nominations from the floor shall follow the presentation

of the slate. The names of the candidates shall be published in the *Bay View Historian* prior to the election. The slate shall contain at least as many names as there are vacancies.

- e. The chairperson of the nominating committee shall conduct the election and announce the results.

Section 2. Officers

- a. The president or past president shall appoint a selection committee to nominate officers from members of the board. It may consist of the current president, one past president and three directors.
- b. The selection committee shall meet as soon as possible after the election to prepare a slate for presentation at the first board of directors meeting following the election meeting. Persons on the slate shall be notified and must agree to serve before the slate is presented. Opportunity shall be given for directors to nominate others.
- c. Officers shall serve a term of two years. The president/treasurer and vice president/secretary shall be elected in alternating years. Officers can succeed themselves.

ARTICLE VI. MEETINGS

Section 1. Meetings of the Board of Directors

- a. The board of directors shall meet within 30 days after the election meeting and at least quarterly each year. Special meetings of the board may be called by the president or by any three directors. Each director shall be notified in person or by mail or email as to the time and place of such meetings.
- b. A majority of the board, at least one of which must be an officer, shall constitute a quorum at any meeting.

Section 2. Meetings of the Membership

- a. There shall be two general membership business meetings held each year. The last business meeting of the year will be for the election of board members and to present a financial report for membership review. Twenty-five (25) members, at least one of which must be an officer, shall constitute a quorum at any meeting of the membership. The president may call special meetings of the membership with concurrence with the board of directors or upon the written request of at least twenty (20) members. When a special meeting of the total membership is called, each member shall be notified by mail or email at least one week in advance as to the time, place, and purpose of the meeting.
- b. There shall be a minimum of 4 educational programs presented each year.
- c. The president may call for a special vote by mail on an issue requiring consent of the general membership when the board agrees.

ARTICLE VII. AFFILIATIONS

Section 1. Authority for Affiliation

- a. This organization is an affiliate of the State Historical Society by virtue of incorporation under the provisions of Sec. 44.03 of the Wisconsin Statutes, and shall accordingly receive those benefits and meet those 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 one vote 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 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 Wisconsin Historical Society for three successive years.
 - (3) Consistent failure to hold meetings for the membership as set forth in the by-laws.
 - (4) Failure to maintain state and federal tax-exempt status.
 - (5) Failure to maintain proper donor, accessioning, cataloging, and financial records or 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. This report shall include the results of annual elections, the names and addresses of all officers and directors, and any other information as may be requested for the purpose of accumulating data for the benefit of this and other affiliated organizations.
- b. The Wisconsin Historical Society shall be notified of all changes in the articles of incorporation, the bylaws and board officers.
- 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 paragraphs b and c of Article I, Section 1 of these bylaws.

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 current membership mailing lists.
- b. The organization shall receive without charge those publications and periodicals the State Society shall determine, but the publications will include the Wisconsin Magazine of History. The State membership newsletter, Columns, 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 Magazine of History 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 Field Services section of the Wisconsin Historical Society is designated as the principle liaison office and advisor for the affiliate.

Section 4. The Wisconsin Council for Local History

- a. This organization shall be a member of the Metropolitan District of the Wisconsin Council for Local History and the association of the affiliates of the State Historical Society established by the board of Curators in 1961 through the authority of Sec. 44.03 (5) of the Wisconsin Statutes. All members, officers, and directors of this organization are entitled to attend the annual regional meetings of the Council and its annual state conference.
- b. The president of this organization or an appointed delegate may attend the regional conventions to give an oral report on the activities of the organization, or, whenever circumstance prevents, may 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 annual alphabetical rotation of the names of the affiliates in the region, the president of the organization or his/her appointed delegate shall serve as regional chairman. In this year the organization shall sponsor and conduct the regional meeting over which the president shall preside. The president or the appointed delegate may attend the three scheduled and any special meetings of the Advisory Committee of the Council that year as a voting member thereof. During membership on the Advisory Committee and thereafter, he/she 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 Historical Society shall supply necessary legal forms and instructions to be followed in effecting the dissolution.
- b. Upon ratification by the members and by vote of 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 which are state, county, town or municipally operated or incorporated exclusively for educational purposes in accordance with Sec. 181.51 and Sec. 44.03 of the Wisconsin Statutes and Sec. 501 (c) (3) of the Internal Revenue Code;
 - (4) Complete the appropriate legal forms certifying to the results of the votes on dissolution and compliance with the above procedures for dissolution and distribution of assets, submit same to the State Historical Society and, following approval by the Board of Curators, file the document 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 Sec. 44.03(3) of the Wisconsin Statutes.
- b. In the implementation of involuntary dissolution proceedings, title to any 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 rest 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 bylaws, with

the first offer being made to whatever county or local governmental unit that may have aided the organization financially.

ARTICLE IX. AMENDMENTS

Section 1. Amending of Bylaws

These bylaws may be amended, after board approval, by a two-thirds vote of members present at any regular meeting or special meeting called for the purpose, or by a mail-in or email vote. Any amendment must be submitted in writing to the membership a minimum of 30 days prior to the vote or presented for an announced open discussion at the meeting prior to the vote on the amendment.

Section 2. Committee on Bylaws

The board shall establish a committee on bylaws, rules, and procedures with one member of the committee from the board of directors and no more than five on the committee.

ARTICLE X. INFORMATION

Section 1. Benefits to Members

- a. A copy of the current bylaws and of the articles of incorporation shall be available to members on the website or by request from the secretary.
- b. Copies of the current and past bylaws and of the articles of incorporation shall be placed in the Society's archives at the Society's headquarters.

Section 2. Minutes of Meetings

Copies of minutes of all meetings of the Society and of the board of directors shall be available on request from the secretary after sixty (60) days following the meetings. Copies shall be placed also in the Society's archives at the Society's headquarters.

Bylaws amended:

October 3, 2016

December 2011

December 2004

April 6, 1987