

**BY-LAWS
JACKSONPORT HISTORICAL SOCIETY, INC.**

ARTICLE I NAME AND OFFICE OF THE CORPORATION

The name of the Corporation shall be the Jacksonport Historical Society (hereinafter referred to as JHS). The principal office shall be determined by the Board of Directors, but shall normally be at the home of the president.

ARTICLE II PURPOSE

The purpose of the JHS is educational in nature through the study of the Town of Jacksonport, its history, people, lands, buildings and other topics of general interest.

Section 1. The purposes for which this Corporation is founded is to provide for an organized study of Jacksonport history, publish our finds, create a pictorial history, marking or otherwise recognizing points and buildings of historical interest and such other projects as may from time to time come to the attention of our membership. Capturing, preserving, educating, communicating, interacting, tracking history and owning real estate.

Section 2. It is the intention of the JHS to operate as a not-for-profit, non-stock, tax-exempt entity pursuant to the Internal Revenue Code 1954, as now or hereafter amended. In order to effectuate such intent, no part of the income of JHS shall inure to the benefit of any person, member or non-member. The JHS shall not participate in, or intervene in, any political campaign on the behalf of any candidate for public office.

Section 3. Upon dissolution of the corporation 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.

ARTICLE III BOARD OF DIRECTORS

The JHS shall be governed by a Board of Directors consisting of nine (9) members. Five of those members shall be permanent residents of the Jacksonport area and the remaining four (4) may be seasonal.

The Board of Directors shall be elected for a period of three rotational years i.e. 3 directors elected each year, each for a 3 year term and they shall be elected by the members in good standing at the annual (July) meeting.

The president may appoint a nominating committee to recommend new board members or nominations may be taken from the floor. In case of a vacancy due to death, resignation, non-attendance and removal or any other reason, the directors shall appoint any member in good standing to fill the unexpired term. No member shall serve over five (5) successive terms.

ARTICLE IV BOARD OF DIRECTOR MEETINGS

- Section 1. Regular Meetings: The directors shall meet at least once annually, within the thirty (30) days following the annual (July) meeting of the membership. The time, date and place of the meeting shall be announced at the annual meeting.
- Section 2. Special Meetings: Special meetings of the directors may be at the call of the president or by any five (5) members of the board. Notice of such meetings shall be by the most expedient and convenient manner, at least three (3) days prior to the meeting. Such notice shall contain the time, date, place and purpose of the meeting and such other pertinent information as may be deemed necessary. (i.e. mail, e-mail, cell phone and telephone).
- Section 3. Quorum: A quorum of at least five (5) directors is required and all decisions will be final if a quorum is present. If a quorum is not present, the only item permissible is an adjournment until such time as a quorum can be assembled.
- Section 4. Open Meetings: All meetings shall be open to any interested parties, members and non-members to contribute ideas and comments; however, voting is restricted to the directors.

ARTICLE V POWERS AND DUTIES OF THE CORPORATION ACTING THROUGH THE BOARD OF DIRECTORS

- Section 1. Powers: The Corporation shall have the following powers:
 - a. adopt, promulgate and/or publish policies, rules, regulations governing the operation of the Corporation.
 - b. solicit funds, set rates for membership dues, apply for grants, accept services and undertake fund-raising activities to carry out the stated purposes of the Corporation.
 - c. to solicit, acquire by gift or purchase any real and/or personal property or equipment deemed necessary by the Board of Directors to carry out the stated purpose of the Corporation.
 - d. to hire or purchase services on an as needed basis.
 - e. to do all other things lawful to adequately maintain and provide for the purposes of the Corporation.
- Section 2. Duties: It shall be the duties of the Corporation to:
 - a. maintain complete and adequate records in respect to its actions, projects and finances.
 - b. to file any or all necessary forms, returns and such other requirements required by law as prescribed by the State of Wisconsin and/or the Internal Revenue Service.
 - c. to appoint a liaison to be responsible for the interaction between this Corporation and other corporations, groups, individuals or entities dealing with historic works, tourism promotion or historic preservation. The name of this person shall be filed with the State Historical Society and such other local historical groups as may be deemed necessary.

ARTICLE VI OFFICERS: ELECTIONS AND TERMS OF OFFICE, DUTIES

Section 1: Officers: After the election of the directors at the annual (July) meeting of the general membership, the directors shall elect a President, Vice-President, Secretary and Treasurer. The officers shall be permanent residents of the Jacksonport area.

Section 2: Terms: Terms of all officers shall be for a period of three (3) rotational years, beginning and ending their terms at the annual meeting. The outgoing president shall preside at the annual meeting. The term of president is limited to two (2) successive terms. All other officers shall have no term limitations.

Section 3: Vacancies: A vacancy in any office for whatever reason shall be filled by the directors for the remainder of the unexpired term.

Section 4: Duties of the Officers are as Follows:

- a. President: The President shall preside over all meetings, both of the Board of Directors and the general members; sign all documents on behalf of the corporation; and with written approval of the Board of Directors, sign specific documents on behalf of the Corporation; appoint committees deemed necessary for the various activities of the Corporation and shall, with the Treasurer, sign all checks drawn on the accounts of the Corporation.
- b. Vice-President: The Vice-President shall act in the stead of the President in case of absence, inability or refusal to act. The Vice-President shall take over as acting President in cases of death, permanent disability or resignation of the President.
- c. Secretary: The Secretary shall record the minutes of all board and general meetings; shall record all motions, seconds and votes; shall keep an up to date list of all directors, members and officers together with their addresses, phone number and e-mail information both permanent and temporary and shall perform such other duties as directed by the Board of Directors. The Secretary shall distribute a detailed agenda listing actions and discussion items to all directors, officers and interested persons at least one week prior to all meetings.
- d. Treasurer: The Treasurer shall receive and deposit all monies of the Corporation; disburse funds as directed by the Board of Directors; along with the President, sign all checks; keep proper books of account and shall maintain an up to date balance sheet listing all receipts and disbursements for the period available at all meetings.

Section 5: Removal of a Board Member or Officer: A Board member or Officer may be removed from office by a two-thirds (2/3) vote of the membership present at a special meeting, if such removal is deemed to be in the best interest of the JHS.

ARTICLE VII BOOKS AND RECORDS

The books, records and papers of the Corporation shall, upon reasonable notice, be made available to any member of the Board of Directors for his/her inspection. General members may inspect the same upon a request to any member of the Board of Directors.

ARTICLE VIII AMENDMENTS

These by-laws may be amended from time to time by the Board of Directors. All amendments proposed shall be submitted to the President, in writing, for scheduling at the next directors meeting. Amendments to these by-laws require a 2/3 vote of the directors present.

ARTICLE IX FISCAL YEAR

The fiscal year of JHS shall be the calendar year.

ARTICLE X AFFILIATION WITH THE STATE HISTORICAL SOCIETY

- a. This organization is an affiliate of the State 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 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 (3) consecutive years.
 2. Failure to submit annual reports to the Office of Local History for (3) consecutive 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, 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 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 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 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, columns, 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 officer and advisor for the affiliate.

Section 4: The Wisconsin Council for Local History

- a. This organization shall be a member of the Southern 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 s. 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.
- 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 circumstances prevent attendance, 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 rotation of the names of the affiliates in the region, the President of the organization or his/her appointed delegate shall serve as a Regional Convention Chairman. In the year of service as Regional Convention Chairman, the organization shall sponsor and conduct the Regional Convention over which the President shall preside.

ARTICLE XI 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 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 s. 181.51 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 to the results of the vote on dissolution and compliance with the above procedures for dissolution and distribution of assets, submitting the same to the State Historical Society and after 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 s. 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 be vested 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 governmental unit that may have aided the organization financially.

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