

BY-LAWS Of CHIPPEWA COUNTY HISTORICAL SOCIETY

PREAMBLE

These by-laws shall supersede all previous by-laws and amendments thereto and shall be consistent with the provisions of Wisconsin Statute Chapter 181, section 44.03, 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 Wisconsin Statute Chap. 181, sec. 44.03, and *Robert's Rules of Order Newly Revised, 12th ed.*, shall govern the proceedings of this organization not herein provided for.

ARTICLE I. PURPOSES AND OBJECTIVES.

Section 1. General Purpose and Objectives

- a. The Chippewa County Historical Society (CCHS) collects and preserves stories, artifacts, photographs, and documents, and helps create opportunities for people to interpret them in meaningful, thought-provoking, and engaging ways.
- b. CCHS holds its collection in trust for the benefit of the community, now and in the future. The acquisition, care, use, and disposal of items in its safekeeping shall be governed by the CCHS Collection Policy.
- c. CCHS communicates regularly with its members about issues of material importance to the Society and topics that explore the character and history of Chippewa County, Wisconsin, and the county's place in the larger story of America.

Section 2. Collaborative Objectives as a County Historical Society

- a. CCHS furthers inter-organizational communication and cooperation with all historical societies within the county.
- b. CCHS works cooperatively with the Chippewa County Genealogical Society (CCGS).

ARTICLE II. MEMBERSHIP

Section 1. Requirements and Purpose

- a. Membership in CCHS is open to any person interested in history who intends to further the purposes of this Society and to abide by the rules thereof, and who applies for membership, and who tenders the necessary dues.
- b. Membership dues collected by the CCHS are to be used for the purpose of operating and maintaining the facilities of the Chippewa Area History Center (CAHC). Any and all donations collected by CCHS are to be used under the terms negotiated with the donor.

ARTICLE III. **OFFICERS**

Section 1. Positions and Process

- a. The officers of this society shall be President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. Each officer shall be elected for a three- (3-) year term and may again be elected to that office for another three-year term only after a one-year break between the original two terms and the new term.
- b. The vice president shall move up to the position of president after the final term of the president expires and shall begin to serve their initial three- (3-) year term as president.
- c. All officers shall assume office immediately upon adjournment of the election meeting and shall familiarize themselves with the by-laws. Records pertinent to each office shall be exchanged at this time.

Section 2. Duties

- The **President** shall
 - a. Preside at all meetings of the general membership and of the Board of Directors.
 - b. Form new committees with approval of the Board of Directors.
 - c. Serve as an ex-officio member of all committees, except the Nominating Committee.
 - d. Sign the IRS report prepared by the Treasurer.
 - e. Be authorized to sign checks for disbursements on behalf of the Society.
- The **Vice-President** shall
 - a. Assume the President's duties in the absence of, or at the request of, the President.
 - b. Assume the President's duties for the remaining term of office in the event of a vacancy in the Office of the President.
 - c. Chair the Governance and Nominating Committees
- The **Recording Secretary** shall
 - a. Shall record minutes of the Society and serve as custodian of its records.
 - b. Notify the Board by email before each meeting and include the past minutes and financial report
 - c. Keep and have available for reference at all meetings the minutes, by-laws, standing rules and renewal-dates of all contracts and permits of the Society.
 - d. Record the Treasurer's report for audit.
 - e. Take roll call at Board Meetings and note excuses
- The **Corresponding Secretary** shall
 - a. Conduct the correspondence of the Society, maintain a file of correspondence, and report in person or by letter each meeting.
 - b. Keep a log of correspondence detailing contents and dates of all correspondence.
- The **Treasurer** shall
 - a. Be custodian of all funds of the Society.
 - b. Be authorized to sign checks for disbursements on behalf of the Society.
 - c. Make all financial records available for audit prior to the annual meeting.
 - d. Present a statement of finances at each Membership and Board Meeting.
 - e. Present at the Annual Meeting a financial report covering the previous year.

- f. Prepare and file the IRS report, or contract for that work to be done.

ARTICLE IV. **DIRECTORS**

Section 1.

- a. Number and Term: There will be nine (14) Directors at large. Three Directors shall be elected annually for a period of three (3) years.
- b. Requirements: Candidates must be members of CCHS. Candidates should represent a variety of ages, backgrounds, interests and occupations, and locales within Chippewa County.

ARTICLE V. **BOARD OF DIRECTORS**

Section 1. Composition and Service

- a. Officers and Directors constitute the board, along with the immediate Past President who shall serve as an *ex-officio* officer. The Board will be composed of no more than 14 voting members, including Officers. A person may hold only one Office at a time.
- b. Officers and Directors serve without compensation.
- c. Any Board Member with three (3) consecutive unexcused absences may be dismissed and replaced by the Board. Directors must alert the President or Recording Secretary as to their absence from any Board or Membership Meetings.
- d. Vacancies on the Board shall be filled by election of, or approval of, the Board.

Section 2. Powers and Duties

- a. The Board shall have the power to conduct the affairs of CCHS and to delegate such authority as not otherwise set forth in these by-laws.
- b. The Board must approve CCHS expenditures over \$500.
- c. The Board shall have the power to create or disband Committees as necessary and require each Committee Chair to keep records and report to the Board or Membership.

ARTICLE VI. **ELECTIONS.**

Section 1.

- a. There will be fourteen (14) members of the Board of Directors elected by the Membership.
- b. The Board of Directors shall elect the Officers of the Board.
- c. For purpose of continuity, the President and Treasurer shall be elected for a term of three (3) years in in even-numbered years and the Vice President and Secretaries shall be elected for a term of three (3) years in odd-numbered years.

ARTICLE VII. **MEETINGS**

Section 1. **MEETING OF THE CCHS MEMBERSHIP**

- a. Meetings of the CCHS membership shall be held at least two (2) times yearly. All CCHS Members will be informed in advance of Membership Meetings. Special programs are encouraged to be presented by the Board of Directors for CCHS members and the public.
- b. All Membership Meetings are open to the public.
- c. Special meetings of the membership may be called by the President or by written request of three (3) Board Members.

Section 2. MEETINGS OF THE BOARD OF DIRECTORS

- a. Regular meetings of the Board shall be at the call of the President on a schedule and at a time convenient to Board Members, or by any three (3) Directors. Each Director shall be notified in advance as to the time and place of each meeting.
- b. A quorum shall consist of 50 percent of the number of Directors plus one.
- c. If a quorum is not met and there are no proxy votes, no business may be conducted. Directors may vote by Proxy for that meeting only.

ARTICLE VII. COMMITTEES.

Section 1. Purpose, activities, and composition of Committees

- a. Committees form the backbone of the Society. They conduct the ongoing work of CCHS under the strategic direction set by the Board.
- b. Committees meet on a regular schedule, and as often as their work requires, and produce regular reports of their progress for the Board.
- c. Specific goals, duties, and activities are determined within each Committee and the Committee produces a detailed written description of those specific goals, duties, and activities for inclusion in a separate working document, updated yearly.
- d. The President may create new committees as need allows with the Board's approval.

Section 2. Standing Administrative Committees

a. **Executive Committee**

Purpose: To act on behalf of the Board when exigent circumstances require, and to prioritize crucial matters for Board action when necessary between Board Meetings. *Chair:* President. *Members:* Vice-President, Treasurer, CAHC director (*ex-officio*).

b. **Governance Committee**

Purpose: To oversee the function and duties of the Board of Directors, and review state and federal regulatory requirements to ensure that CCHS and its Board are in compliance. *Chair:* Vice-President.

c. **Finance Committee**

Purpose: To give assistance and direction to the Treasurer; provide oversight of CCHS finances and financial records; prepare with the CAHC director an annual budget for recommendation to CAHC; and oversee credit accounts, review insurance coverage and make recommendations about CCHS investments. *Chair:* Treasurer.

d. **Nominating Committee**

Purpose: To identify and recommend new Board Officers and Directors, and approve CCHS representatives for the CAHC board. *Chair:* Vice-President.

Section 2. Standing Operating Committees

a. **Collection & Artifacts**

Purpose: To provide direction and oversight of the CCHS archival, photograph, and artifact collections under the CCHS collections policy, and provide guidance and assistance to the CAHC Collections Manager.

b. **Education**

Purpose: To provide direction and oversight of the CCHS education program, and provide guidance and assistance to the CAHC Educator.

c. **Exhibits**

Purpose: To provide direction and oversight of the CCHS exhibits program, and provide guidance and assistance to exhibits staff and volunteers.

d. **Membership**

Purpose: To promote CCHS membership; maintain a current, correct, and complete membership roll; oversee the fulfillment of membership benefits, including the newsletter; and develop a Committee budget line for submission to the CAHC board; set and oversee all membership meetings.

e. **Marketing**

Purpose: Promote CCHS, CAHC, and CCGS, including the production of the CCHS newsletter; coordinate publicity of all events, programs and other CCHS, CAHC, and CCGS activities; expand historical awareness in the local area by participating in community events as the committee sees fit.

f. **Historic Markers**

Purpose: To maintain and keep records of historical markers in Chippewa County; develop content and coordinate the manufacture and placement of future markers, as well as maintenance of existing markers as the committee sees fit; and develop a committee budget line for submission to the CAHC board.

g. **The Past Passed Here**

Purpose: To plan and execute CCHS's flagship annual event, The Past Passed Here.

ARTICLE IX. **AFFILIATIONS**

Section 1. Wisconsin Historical Society

- a. CCHS shall be an affiliate member of the Wisconsin Historical Society (WHS) by virtue of incorporation under the provisions of chap. 181, sec. 44.03 of the Wisconsin Statutes.
- b. As an affiliate member of WHS, it is the responsibility of CCHS to submit an annual report to the Office of Local History.

Section 2. Other affiliations

- a. This organization shall be a member of the West Central Region of Wisconsin Council for Local History and members are entitled to attend regional and state conventions of the Council.
- b. The President or appointed delegate if possible shall attend the regional conventions.

ARTICLE X. DISSOLUTION

Section 1. Collection and Assets

- a. In the event this organization shall be unable to maintain its facilities or sustain activities, an intent to dissolve shall be sent to the State Historical Society and they shall supply needed instructions.
- b. Any monies remaining in the treasury are to be designated by the last Board of Directors for disbursement to non-profit organizations in Chippewa County.

ARTICLE XI. AMENDMENTS

Section 1. Proposing amendments

- a. Any member or director may propose changes to these by-laws.
- b. Proposals must be submitted in writing to the Board of Directors.

Section 2. Approving amendments

- a. The Board of Directors shall vote to recommend such changes.
- b. An affirmative vote by two-thirds of board members is required to recommend a change to be presented to the membership for approval.

These by-laws were recommended by the CCHS Board of Directors on [date] and approved by CCHS membership on [date]

Approved by the CCHS Board of Directors on April 18, 2024, pending approval by CCHS Membership