

FARMINGTON HISTORICAL SOCIETY INC. BYLAWS

Article 1 Name

The name of the organization shall be "Farmington Historical Society Inc."

Article 2 Purpose

The purpose of the Farmington Historical Society Inc. shall be "To develop, promote, preserve and protect the historical heritage, culture and spirit of our community." The organization in all its activities shall be non-partisan, non-sectional and non-sectarian.

Article 3 Fiscal Year

The fiscal year shall be from January 1 - December 31

Article 4 Membership

Annual Membership is awarded to anyone paying the annual dues of the organization in one of these specific categories: Single; Family; Junior; Annual Corporate sponsorship without voting privileges; Lifetime, which is limited to a single individual or a married couple allowed a single vote. Memberships are non-transferable under any circumstances.

Article 5 Offices

The principal offices of the Farmington Historical Society Inc. shall be located at the Farmington Town Hall. The mailing address shall be PO Box 20, Kewaskum, WI 53040-0020.

Article 6 Meetings

Regular meetings of the organization shall be held no less than three times a year at a time and place agreed to by the membership. The annual meeting shall be held in the month of March at a time and place established by the Board of Directors. Notice of the annual meeting shall be mailed to each member not less than ten days prior to the meeting.

Additional meetings of the organization may be called by the President or a majority of the Directors.

Article 7 Board of Directors

The Board of Directors may transact necessary business in the intervals between organizational meetings and such other business referred to it by the organization.

Any member in good standing is eligible to be elected to the Board of Directors.

The Board of Directors shall be made up of not less than seven members elected from the membership at large. Terms of Directors shall be for three years.

Elections of the Board of Directors shall take place at the annual meeting with three Directors elected one year and four the following year. A Director who has served three (3) consecutive three-year terms shall be ineligible for another term until one year has lapsed. A Director filling an unexpired term is eligible to serve three full terms. A Director vacancy may be filled at the discretion of the Board or at the next Annual Meeting.

Article 8 Officers

Officers of the Farmington Historical Society shall consist of a **President, Vice-President, Recording Secretary, Membership Secretary, and Treasurer**. Officers shall be elected from the Board of Directors at the first Board of Directors meeting following the Annual Meeting. Terms of office are two years. Officers are limited to a maximum of two consecutive two year terms.

Article 9 Duties of Officers

-President: The principal duties of the President shall be to conduct meetings, call special meetings and appoint committees. President shall establish agendas or delegate the responsibility. President shall maintain updated Board proceedings and collect board record books from outgoing directors to pass on to incoming directors, or delegate the responsibility. The President shall sign all grant applications and financial agreements.

-Vice President: The principal duties of the Vice President shall be to conduct meetings in the absence of the president and assist the President. Vice President shall maintain and update a file of all forms and processes of the various committees, and an accurate inventory of collections.

-Recording Secretary: The principal duties of the Recording Secretary shall be to oversee the keeping of minutes and records of the Board of Directors and to safely and systematically keep all books, paper, records and documents belonging to the corporation and report activity at each meeting.

- Membership Secretary: The principal duties of the Membership Secretary shall be to keep an organized record of all of the society membership and mailing lists which may consist of members and affiliates. Membership Secretary shall update this file consistently, be authorized to deposit dues and/or donations, and immediately inform the Treasurer of any such actions. Membership Secretary shall make known to the membership and Board the status of membership. Membership Secretary shall maintain an updated written procedure of record-keeping process to pass on to the next Membership Secretary.

-Treasurer: The principal duties of the Treasurer shall be to oversee the keeping and accounting of all monies, certificates of deposits, credits and property of the corporation. The Treasurer shall keep accurate accounts, statements, and inventories of funds received and disbursed and of money and property on hand. The Treasurer shall present regular financial reports to the Board of Directors. Treasurer shall be responsible for having an independent review of the financial records done every two years. Treasurer shall keep an inventory of accounts, as well as an updated written procedure of record-keeping process to pass on to the next Treasurer. Treasurer shall be responsible for accurate and timely filing of all necessary government and state affiliation forms, or delegate the responsibility in a timely manner and report on such activity to the Board of Directors.

Article 10 Committees

Standing committees shall be created by the Board of Directors as may be necessary to promote the objectives and carry on the work of the organization. The chairperson of the standing committee shall be appointed by the President for a term of one year. Each committee shall include in its membership one person from the Board of Directors as assigned by the President.

Article 11 Business Proceedings

The proceedings of the organization shall be conducted according to Robert's Rules of Order.

Article 12 Affiliation with 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 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 Directors.
 - a. Failure to hold annual elections for three consecutive years.
 - b. Failure to submit annual reports to the Office of Local History for three successive years.
 - c. Consistent failure to hold meetings for membership as set forth in Article 6 of these bylaws.
 - d. Failure to maintain state and federal tax exempt status.
 - e. Failure to maintain proper donor, accessioning, cataloging and financial record and minutes of meetings.
- E. 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.
- F. The State Historical Society shall be notified of all changes in the articles of incorporation and the bylaws.
- G. 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 through filing of annual reports as required by the U.S. Internal Revenue Service and the Wisconsin Department of Revenue.
- H. 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.

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 organizations to the president.

- I. 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.
- J. This organization shall be a member of the 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 s44.03(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.
- K. The president of this organization or an appointed delegate shall attend the regional conventions to give an oral report on the activities of the organizations, or, whenever circumstances prevent shall submit a written report to be read by the regional chairman.
- L. 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 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 13 Dissolution

A. Voluntary Dissolution

- 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.
- a. Upon ratification by the members of a vote by the board of directors to dissolve the organization the following steps shall be taken:
 - i. Satisfy all liabilities and obligations.
 - ii. Satisfy all conditions stipulated in agreements with donors.
 - iii. Distribute all remaining assets exclusively for educational purposes to one or more historical societies, libraries, museums, or educational institutions; state, county, town, or municipality operated or incorporated exclusively for educational purposes in accordance with s181.51 and s44.03 of the Wisconsin Statutes and section 501(C) 3 of the Internal Revenue Code.
 - iv. 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.

A. Involuntary Dissolution

- a. In the event the organization becomes so inactive that there are no remaining officers, directors, or members to effect voluntary dissolution, proceeding for involuntary dissolution may be initiated by the State Historical Society in accordance with the provisions of s44.03 (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 bylaws 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 Article 13, Paragraph b of these

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

Article 14 Amendments

Amendments to these by-laws shall be allowed by a two-thirds vote of the members present at the annual meeting provided notice of the proposed change shall have been mailed to each member not less than ten days prior to the meeting.