

BYLAWS  
of the  
Badger History Group, Inc.

PREAMBLE

These bylaws shall supersede all previous bylaws and amendments thereto and shall be consistent with the provisions of [Chapter 181](#) and section [44.03](#) of the Wisconsin Statutes and with the articles of incorporation and all subsequent restatements and amendments thereto filed with the Department of Financial Institutions under which this organization is incorporated as a non-stock, non-profit corporation affiliated with the Wisconsin Historical Society and shall govern the administration and activities of this organization. Furthermore the provisions of [Chapter 181](#) and section [44.03](#) of the Wisconsin Statutes and Roberts Rules of Order shall govern the proceedings of this organization not herein provided for.

Adopted on: July 21, 2012

INDEX to the Bylaws of Badger History Group Inc.

Preamble .....	Page i
<u>Article I. Name</u> .....	1
<u>Article II. Mission</u> .....	1
<u>Article III. Membership</u>	
Section 1: Qualifications.....	2
Section 2: Classifications and Dues .....	2
Section 3: Voting and Privileges .....	2
<u>Article IV. Board of Directors</u>	
Section 1: Composition of the Board .....	2
Section 2: Powers of the Board.....	2
Section 3: Duties of the Board .....	3
<u>Article V. Elected Officers</u>	
Section 1: Classification of Officers .....	3
Section 2: Removal; Vacancy.....	3
Section 3: Duties .....	4
<u>Article VI. Committees</u>	
Section 1: Executive Committee .....	5
Section 2: Nominating Committee .....	5
Section 3: Other Committees .....	5
<u>Article VII. Elections</u>	
Section 1: Directors .....	5
Section 2: Officers .....	5
<u>Article VIII. Meetings</u>	
Section 1: Meetings of the Board of Directors .....	6
Section 2: Meetings of the Membership .....	6
<u>Article IX. Affiliation with the Wisconsin Historical Society</u>	
Section 1: Authority for Affiliation .....	6
Section 2: Responsibilities .....	7
Section 3: The Role of the State Historical Society in Affiliation .....	7
Section 4: The Wisconsin Council for Local History .....	7
<u>Article X. Dissolution</u>	
Section 1: Voluntary Dissolution .....	7
Section 2: Involuntary Dissolution .....	8
<u>Article XI. Amendments</u> .....	8
Certification of Adoption .....	9

## ARTICLE I. NAME

The name of this organization shall be Badger History Group, Inc., and its headquarters shall be in the County of Sauk, Wisconsin.

## ARTICLE II. MISSION

The mission of the organization shall be: “Collect, Preserve and Share the history of the of the Badger Army Ammunition Plant area” (BAAP). Also known as the Badger Ordnance Works (BOW).

More particularly, its objectives shall be:

- a. To locate and collect any material that may help establish or illustrate the history of the BAAP/BOW area. These materials shall be collected, preserved, and exhibited in accordance with all laws and regulations that may apply to the collection, possession, and exhibition of such materials.
- b. To disseminate historical information to any interested persons, groups, and institutions and to arouse interest in the BAAP/BOW area by any of the following means: publishing historical materials either in print or electronically; holding meetings featuring workshops, lectures, or informative programs; conducting historic tours; marking or restoring historic buildings and sites; operating a museum or historic site; and/or any other related activity the organization may so choose to undertake..
- c. To make this material available for the appreciation, enjoyment, study, and research of individuals, scholars, and the general public at large.
- d. To accomplish these goals through the establishment of clearly defined and generally accepted collection, conservation, and interpretation policies and procedures.
- e. To ensure that all programs, functions, and events of the organization, including membership, shall be made available to anyone regardless of race, color, age, national origin, marital status, disability, religious or political affiliation, sex, or sexual preference.
- f. To the extent practicable, make its facilities accessible to the public.
- g. That this organization shall have the power to own property, apply for and receive grants, accept bequests, and establish and maintain an endowment fund for carrying out the above-stated purposes.

## ARTICLE III. MEMBERSHIP

### Section 1. Qualifications.

- a. Any person, partnership, association, corporation, or other 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 terminate automatically for non-payment of dues thirty days following the date on which payment is due, and that date shall be based upon the anniversary of the date in which the member joins the organization. Memberships terminated for nonpayment of dues shall be reinstated as of the date payment is made.

### Section 2. Classification and Dues.

Membership classifications and dues for each class shall be set by the board of directors.

### Section 3. Voting and Privileges.

Each 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 proceedings of the organization.

## ARTICLE IV. BOARD OF DIRECTORS

### Section 1. Composition of the Board.

- a. The total number of members on the board of directors shall be no fewer than five (5), and no more than seven (7). A change in the number of directors may be made by resolution at an annual meeting of the members, or at a special meeting of the members called and noticed for that purpose, but no reduction in the number of directors shall shorten the term of any director then in office.
- b. Elections to the board shall be in accordance with the provisions of Article VII of these bylaws.

### Section 2. Powers of the Board.

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 bylaws. This includes, but is not limited to, the appointment of standing or special committees; 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.

### Section 3 Duties of the Board.

- a. The board of directors shall make a report of its actions and recommendations at the annual meeting of the members.
- b. The board of directors shall adopt and enforce policies for conflicts of interest for board members, officers, and staff members of the organization.

## ARTICLE V Officers

### Section 1. Classification of Officers.

- a. The principal officers shall be a president, vice-president, secretary, and treasurer and such officers shall perform the duties traditional to their offices and in conformity to state statute and Robert's 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 principal offices may be combined with the exception of secretary and treasurer.
- b. Other officers such as archivist, curator, or historian may be elected or appointed as the board of directors may determine.

### Section 2. Removal; Vacancy.

- a. Any elected or appointed officer may be removed, with or without cause, by vote of the directors then in office.
- b. Upon the death, resignation, or removal from office of any elected or appointed officer, the vacancy created may be filled for the unexpired term by the board of directors.
- c. Directors may be removed by action of the membership in accordance with the Wisconsin non-stock corporation law.
- d. Directors may be removed by action of the board of directors for failure to adhere to meeting attendance requirements established at or before commencement of the director's term.
- e. Upon the death or resignation of a director, the vacancy created may be filled by the board of directors until the next annual meeting of members, at which time any remainder of the unexpired term shall be filled by election by the membership.

### Section 3. Duties.

- a. Duties of President. The principal duties of the president shall be to preside at all meetings of the board and the executive committee and, except when another officer is authorized to do so, to sign all documents which call for execution on behalf of the organization.
- b. Duties of Vice-President. The vice-president shall undertake any special assignments given him or her by the president or the board. During the absence or disability of the president, the vice-president shall carry out the duties of the president to the extent determined by the board. Following the resignation, removal from office, or death of the president, the vice-president shall assume that office.
- c. Duties of Secretary. The secretary shall keep appropriate records of the meetings of the organization, the board, and all of its committees and undertake any special assignments given him or her by the president or the board. The secretary shall be the custodian of all corporate records of the organization, including such fiscal records, or copies thereof, as originate or are filed with the organization.
- d. Duties of Treasurer. The treasurer shall ensure that all financial assets and income of the organization are fully accounted for and that all of its disbursements are authorized and made consistent with law, board policies, or the specific requirements of a particular fund. The treasurer shall be responsible to the board in matters of financial policy and shall make reports at each board meeting.
- e. Other Duties. The officers shall perform such additional or different duties as may from time to time be prescribed by law or required by the board.
- f. All officers and directors shall familiarize themselves with these bylaws 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 VI. COMMITTEES

#### Section 1. Executive Committee.

- a. Executive Committee. Between meetings of the board, the affairs of the organization may be conducted by an executive committee composed in the manner provided in this section. The committee shall possess all powers of the board when the latter is not in session, except that it shall not be authorized to fill a vacancy created by the resignation, incapacity, or death of a board member. The committee shall report all actions taken by it to the next succeeding meeting of the board.
- b. The executive committee shall be established by resolution of the board, which resolution shall determine the size and composition of the executive committee, provided that the executive committee shall be composed of at least three (3) persons, and further provided that all members of the executive committee shall be members

of the board. The board may abolish the executive committee by resolution adopted at a meeting called and noticed for that purpose.

- c. The executive committee shall meet on call of the president, or whichever available officer is senior in rank, should the president be unavailable or the office vacant.

#### Section 2. Nominating Committee.

The Nominating Committee. Every year the president shall appoint a nominating committee of three (3) or more voting members to nominate members for election to the board of directors. The president, or the president's designee, shall provide a written notice either in print or electronic form at least thirty (30) days in advance of the annual meeting which is readily accessible to all the organization's members. Such a notice will notify the organization's membership of the possibility of nominating individuals for consideration by the nominating committee and the process for which nominations can be made.

#### Section 3. Other Committees.

The board of directors may appoint such committees as are deemed necessary for the efficient operation of the organization. Committees of the board shall be composed of three (3) or more board members. Other committees may include directors, officers, or regular members of the organization.

### ARTICLE VII. ELECTIONS

#### Section 1. Directors.

Terms of board members. Directors shall be nominated in accordance with the provisions of Article VI, Section 2 of these bylaws. All directors shall be elected by the members at the annual meeting of members. A director's term commences at the adjournment of the annual meeting of members at which the director is elected, and lasts for three (3) years, or until the director's successor is elected and qualified. The terms of directors shall be staggered.

#### Section 2. Officers.

- a. Terms of principal officers--president, vice president, secretary, treasurer--shall be elected by and from the board of directors at a meeting of the board immediately following the annual meeting of members to serve for a period of one year or until their successors are elected and qualified.
- b. Other officers as specified in Article V, section 1, paragraph b, shall be elected or appointed by the board of directors at a meeting of the board to specified or indefinite terms consistent with the nature of their duties and as determined by the board.

## ARTICLE VIII. MEETINGS

### Section 1. Meetings of the Board of Directors.

- a. The board of directors shall meet monthly. Special meetings of the board may be called by the president or by any three members of the board, and each director shall be notified in person, by mail, or by email as to the time and place of such meeting.
- b. A simple majority of the sitting board of directors present and eligible to vote shall constitute a quorum at any regular or special meeting of the board.

### Section 2. Meetings of the Membership.

- a. The date of the annual meeting shall set by the board of directors. Notice of the meeting will be at least thirty (30) days in advance of the meeting.
- 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 one half of the membership. When a special meeting of the members is called each member shall be notified in person, by mail, or by email as to the time and place and purpose of the meeting at least thirty (30) days in advance of the meeting.
- c. Half of the membership present or represented by proxy shall constitute a quorum at any annual, regular, or special meeting of the membership.

## ARTICLE IX. AFFILIATION WITH THE WISCONSIN HISTORICAL SOCIETY

### Section 1. Authority for Affiliation.

- a. This organization is an affiliate of the Wisconsin 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 Wisconsin Historical Society.
- b. As an affiliate this organization is a member of the Wisconsin 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 Department of Financial Institutions.
- d. The following shall be causes for termination of affiliation by the Wisconsin 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 VIII of these bylaws.
- 4) Failure to maintain state non-stock corporation and federal tax-exempt status

#### Section 2. Responsibilities.

- a. It shall be the responsibility of this organization to submit an annual report to the Wisconsin 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. Such a report may be filed electronically.
- b. The Wisconsin Historical Society shall be notified in writing or by email of all changes in the articles of incorporation and the bylaws.
- c. In order to protect the interests of donors and contributors this organization shall maintain state non-stock corporation and federal tax exempt status.

#### Section 3. The Role of the Wisconsin Historical Society in Affiliation.

- a. The Wisconsin 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 Wisconsin Historical Society with current mailing lists.
- b. The organization shall receive without charge such publications and periodicals as prescribed by Wis. Stats. [44.03\(5\)](#).
- c. To the extent to which staff time and funds permit, the Wisconsin Historical Society shall extend its professional and technical services to this affiliate.

#### Section 4. The Wisconsin Council for Local History.

- a. This organization shall be a member of the Southwestern region of the Wisconsin Council for Local History, the association of the affiliates of the Wisconsin Historical Society established by the Board of Curators in 1961 through the authority of s. [44.03\(5\)](#) of the Wisconsin Statutes.

### ARTICLE X. 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 Wisconsin Historical Society.
- 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. [181.1401](#) 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.
- 5)

#### Section 2. Involuntary Dissolution

- a. In accordance with the provisions of s. [44.03\(3\)](#) of the Wisconsin Statutes, proceedings for the involuntary dissolution of the organization may be initiated by the Board of Curators of the Wisconsin Historical Society, if that board determines that, in its opinion, the organization has become inactive or defunct. This may include but is not limited to, a situation in which the organization becomes so inactive that there are no remaining officers, directors, or members to effect voluntary dissolution.
- 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 Wisconsin 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 XI. AMENDMENTS

These bylaws may be amended by a two-thirds vote of members present or voting by proxy at any regular meeting or special meeting called for the purpose, provided the amendment is either submitted in writing to the membership thirty 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.

CERTIFICATE OF ADOPTION

It is hereby certified that the foregoing bylaws of this corporation were adopted by the Badger History Group, Inc. meeting at the BHG Museum (Bldg. 207), Badger AAP in Sauk County, Wisconsin on the 21 day of July, 2012 by the following vote:

Number of members having voting rights: 4

Number voting in person or by proxy

(In person: 4; by proxy: 0)

Number voting for: 4 ; Number voting against: 0

\_\_\_\_\_ President

\_\_\_\_\_ Secretary