

By-laws of the Old Franklin Township Historical Society

ARTICLE I. PURPOSES AND OBJECTIVES

The mission of the Old Franklin Township Historical Society shall be to collect, preserve, and display artifacts, documents, and photographs relative to its history; to act as a resource and research facility for local history; and to disseminate, for educational purposes, any material that may illustrate the history of Franklin Township and all areas of historical connection.

Section I. Museum

- a. As time, circumstances, and will of the members dictate, this corporation may establish and operate a local history museum within the Franklin Town Hall.
- b. To the extent to which human and financial resources shall permit, practices and procedures in the collection, accessioning, cataloging, and display of museum materials shall be consistent with those recommended by the Wisconsin Historical Society and other professional organizations.

Section II. Research and Publication

- a. All research using this society's collection shall be carried out within the Franklin Town Hall building. Materials may not be removed for any reason without approval of the Board of Directors.
- b. Books and research materials related to state and local history not created by this organization may be purchased for the organization's museum and/or for resale with approval of the Board of Directors.

ARTICLE II. MEMBERSHIP

Section I. Qualifications

- a. Any person, institution, or organization may become a member of this organization upon payment of the dues stipulated for their membership category.

Section II. Classification and Dues

- a. Membership categories will be determined at the discretion of the Board of Directors.
- b. The annual dues for each category shall be in such amounts as determined by the Board of Directors.
- c. The membership year and the fiscal year shall run from January 1 to December 31.

Section III. Voting

- a. Each adult member of the Individual and Family category shall be entitled to one vote at all meetings of the membership and shall be entitled to all benefits and privileges of membership.
- b. Businesses and any other organization subscribing in the Sponsor category shall be entitled to a vote of one at all meetings and shall be entitled to such benefits and privileges as shall be set forth in the regulations and proceedings of this organization.

ARTICLE III. BOARD OF DIRECTORS

Section I. Composition

- a. The Board of Directors shall consist of three directors and those officers to whom board status is given under Article IV of these by-laws. The total number of members serving on the Board of Directors shall be seven.

Section II. Powers of the Board

- a. 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 by-laws. This shall include the approval and authorization of the expenditures of this organization, the creation and implementation of policies for the development, operation, and maintenance of procedures, programs, and facilities.
- b. The Board of Directors shall have the power to create or terminate any committee as deemed necessary.

ARTICLE IV. OFFICERS

Section I. Classification of Officers

- a. The officers shall be a president, vice president, secretary, and treasurer, and such officers shall be members of the Board of Directors for the duration of the term for which they are elected.

Section II. Duties

- a. Officers shall perform the duties traditional to their offices and in conformity to state statute and Robert's Rules of Order.
- b. All officers and directors shall familiarize themselves with these by-laws upon their election or appointment, and it shall be the duty of the secretary to distribute copies of these by-laws to the newly elected officers and directors.

ARTICLE V. ELECTIONS

Section I. Directors

- a. Directors shall be elected by the members at the annual meeting. At the first election of directors, straws will be drawn to decide who serves for one year two years, and three years. Thereafter, one third of the directorships shall become vacant each year and elections to directorships will be for three years.
- b. Vacancies among directors occurring before the expiration of a term shall be filled by election of the Board of Directors and will serve out the term of the vacant directorship,

Section II. Officers

- a. Officers with board rank-president, vice president, secretary, treasurer-shall be elected by the Board of Directors at a special meeting held immediately after the annual meeting. Officers will serve for a period of one year.
- b. Vacancies in all offices occurring before the expiration of their term shall be filled by election of the Board of Directors. Those elected shall serve until the next scheduled election for that office.

ARTICLE VI. MEETINGS

- a. The Board of Directors shall meet annually. Special meetings of the board may be called by the president or by any three (3) members of the board.
- b. Five (5) of the Board of Directors present and eligible to vote shall constitute a quorum at any regular or special meeting of the board.
- c. The annual meeting of this organization shall be held in the month of July.
- d. Regular monthly meetings of the membership will be held on the first Thursday of the month from February through December unless a quorum of Directors shall decide to cancel a meeting. There will be no meetings in January unless needed, as determined by the Board.
- e. A majority of the membership present shall constitute a quorum at any regular, annual, or special meeting of the membership.
- f. All Board of Directors shall attend a minimum of six regular meetings annually.

ARTICLE VII. AFFILIATION WITH THE WISCONSIN HISTORICAL SOCIETY.

Section I. 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.
- c. This organization may terminate affiliation through restatement or amendment of its articles of incorporation and amendment to its by-laws. The Wisconsin 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 Wisconsin Historical Society for three successive years;
- 3) Consistent failure to hold meetings for the membership as set forth in paragraph a, section II, Article VI of these by-laws;
- 4) Failure to maintain state and federal tax-exempt status.

Section II. Responsibilities

- a. It shall be the responsibility of this organization to submit an annual report to the Wisconsin Historical Society. The annual report 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 Wisconsin Historical Society shall be notified of all changes in the articles of incorporation and the by-laws.
- c. In order to protect the interest 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 paragraph b, section IV, Article I of these by-laws.

Section III. The Role of the Wisconsin Historical Society in Affiliation

- a. The Wisconsin Historical Society shall send notices and announcements of its meetings and activities 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 and directors of this organization to the extent to which the organization provides the Wisconsin Historical Society with current mailing addresses.
- 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, and Columns. Columns, the Wisconsin Historical Society's official 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 mailed on behalf of the organization to the president.
- 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. 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 Representative-Southern Region is designated as the principal liaison officer and advisor for the affiliate.

Section IV. 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. All members, officers, and directors of this organization are entitled to attend the yearly regional conventions of the council and its annual state convention.
- b. The president of this organization or an appointed delegate shall attend the regional conventions to report on the activities of the organization.

ARTICLE VIII. DISSOLUTION.

Section I. 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 whereupon the state society shall supply necessary legal forms and instruction 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; and
 - 4) Complete the appropriate legal forms certifying the results of the vote on Dissolution and compliance with the above procedures for dissolution and Distribution of assets, submitting the same to the Wisconsin Historical Society and, after approval of the Board of Curators, the document shall be filed with the Department of Financial Institutions.

Section II. Involuntary Dissolution

- a. In the event the organization becomes so inactive that there are no remaining officers, Directors, or members to effect voluntary dissolution, may be initiated by the Wisconsin Historical Society in accordance with 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 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 I, 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.

ARTICLE IX. AMENDMENTS

- a. These by-laws may be amended by a two-thirds vote of members present 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.

- 11/04/2004 meeting Phyllis D. reported that Tom McKay of WSHS phoned her saying that Wisconsin Historical Society approved OFTHS By-Laws.
- 12/07/2006 OFTHS meeting approved revision to d. of Article VI.
- 06/04/2009 OFTHS meeting approved update to OFTHS By-Laws.