

BY-LAWS
of
OZAUKEE COUNTY HISTORICAL SOCIETY

(As Amended in 1974, 1979, 1999, 2004, 2010, and 2023)

ARTICLE I – NAME

The name of this non-profit corporation shall be OZAUKEE COUNTY HISTORICAL SOCIETY.

ARTICLE II – OBJECTIVE

The business and purpose of the Ozaukee County Historical Society (hereafter referred to as OCHS) shall be to preserve, advance and disseminate knowledge of the history of Ozaukee County. To this end, said society may collect printed materials, manuscripts, materials reproduced by microfilm or other photographic or recording processes, digital data files, visual imaging, and artifacts relating to the history of Ozaukee County. It may hold property, both real and personal, in any amount and may lend, sell, lease or rent such property, provided such action is consistent with the terms of the gift, bequest or other conveyance under which title was originally acquired. It may hold exhibits, erect markers, sponsor or engage in activities of any kind compatible with the major purpose outlined above, whether on its own or in cooperation with other agencies or organizations, local or otherwise.

ARTICLE III – MEMBERSHIP

- A. Membership shall be available to any person interested in the history of Ozaukee County, or that of Wisconsin, who applies for any classification of membership, regardless of race, color, creed, age, national origin, marital status, disability, religious affiliation, sex or sexual orientation, and who tenders the necessary dues. Membership may be Individual, Family, Individual Sustaining and Family Sustaining. Any person who joined OCHS during the 1960 calendar year shall be considered a Charter Member.
- B. The OCHS Board of Directors may periodically review and establish membership benefits and annual dues.
- C. The membership year is from January 1 to December 31.
- D. A member shall be removed from membership automatically for non-payment of dues by January 31.

- E. The Board of Directors of OCHS may name Emeritus Board Members at its discretion. Emeritus qualifications include an OCHS member in good standing, served on the OCHS Board of Directors for ten (10) years or more, and has made outstanding contributions to OCHS and promoted its mission. The Board of Directors must approve by two thirds majority vote for a nomination of an Emeritus Board Member. An Emeritus Board Member shall have all of the privileges and prerogatives of an active Board of Directors Member, except they may not vote, hold office, or serve as a Chairperson for any committees.

ARTICLE IV – REMOVAL OF MEMBERS

- A. A member of OCHS may be removed from membership at a special meeting of the Board of Directors. A two-thirds majority of the Board of Directors attending this special meeting is required for removal of a member.
- B. A member of the Board of Directors may be removed at a special meeting called by the President with the consent of the Executive Committee or by the Executive Committee if pertaining to the office of the President. A two-thirds majority vote of the Board of Directors present is required for the removal of a Director.
- C. The member or member of the Board of Directors considered for removal is allowed to be present, with reasonable notification, at all proceedings concerning the removal.
- D. Following the vote to remove a member or Board of Directors member, the President shall send a letter to the individual explaining the reason for removal.
- E. The dismissed member or Board of Directors member may make a written appeal of the dismissal. The appeal will be considered by the Board of Directors.

ARTICLE V – OFFICERS

- A. The officers of this corporation shall be President, First and Second Vice-Presidents, Secretary, and Treasurer.
- B. The officers shall constitute the Executive Committee and shall exercise such powers as authorized by the Board of Directors.
- C. The officers shall be members of the Board of Directors.
- D. The President shall be the Chairperson of the Board of Directors.

ARTICLE VI – BOARD OF DIRECTORS

- A. A member of the Board of Directors must be a member of OCHS.
- B. The Board of Directors must be comprised of at least 75% of residents of Ozaukee County.
- C. The Board of Directors shall have the power to conduct all affairs of OCHS.
- D. The President or Board of Directors shall have the power to create such regular and special committees as are deemed necessary to carry out the business and operation of OCHS.
- E. New Directors shall be introduced to the members of OCHS at the February Quarterly Meeting.
- F. The duties of each Director shall be as mutually agreed to by the respective Director and the Board of Directors.
- G. A Director who is unable to attend at least 75% of scheduled monthly and special meetings of the Board of Directors during his/her term of office, without just cause, shall be subject to replacement on a majority vote of the Board of Directors, providing a quorum is present.

ARTICLE VII – COMMITTEES

- A. Committee Chairpersons shall be appointed by the President or Board of Directors.
- B. Committee Chairpersons may appoint members of their respective committees.

ARTICLE VIII – ELECTIONS

- A. Directors shall be elected by members of the Board of Directors at the November meeting, and the elected officers shall take office on January 1.
- B. The Board of Directors shall consist of up to 15 duly elected or appointed members of OCHS. If a Board of Directors member joins within a fraction of the year, the fraction is not counted as their first year.
- C. Half of the Directors are to be elected to a two-year term in even-numbered years, and the balance are to be elected to a two-year term in odd-numbered years.
- D. A quorum for conducting business by the Board of Directors shall consist of 51% (or greater) of the number of Directors in office at that specific time.
- E. Officers shall be elected by the Board of Directors from among the members as follows:
 - 1. The President, Second Vice-President, and Treasurer shall be elected in odd-numbered years and serve terms of two years.
 - 2. The First Vice-President and the Secretary shall be elected in even-numbered years and serve terms of two years.

- F. If an office becomes vacant, The President, with the consent of the Board of Directors, shall appoint a Director to fill the vacated office.
- G. Should an officer leave his/her position anytime during his or her term, the person accepting the office will assume the same even/odd rotation as the person who left the office.
- H. The votes of a majority of Directors present shall be required for the election of officers.
- I. Prior to consideration, candidates for the Board of Directors are vetted by resumes and interviews and are invited to present themselves to the Board prior to a business meeting. It is the responsibility of the Board of Directors to continually recruit qualified Board members. The Board of Directors is allowed to elect new directors at any point during the year.

ARTICLE IX – MEETINGS

- A. General membership meetings shall be quarterly in February, May, August, and November.
- B. Special meetings of the general membership may be called by the President with the consent of the Executive Committee or at the request of five members of OCHS with the consideration, approval, and consent of the Board of Directors.
- C. The Board of Directors shall meet monthly from January through November. Special meetings of the Board of Directors may be called by the President or Executive Committee.

ARTICLE X – ROBERT’S RULES OF ORDER

Robert’s Rules of Order shall govern the proceedings of OCHS which are not otherwise herein provided for.

ARTICLE XI -REPORTS TO STATE HISTORICAL SOCIETY/ FEDERAL TAX FORM 990

- A. As an affiliate of the Wisconsin State Historical Society (hereafter referred to as WSHS), this corporation shall submit to WSHS an annual report of its activities, as required by Section 44.03 (3) of the Wisconsin Statutes. It shall keep WSHS informed of the results of its annual elections and about the various projects and programs which it undertakes. Cooperation shall be given to WSHS in promoting interest and activity in Wisconsin history in Ozaukee County. An annual report form provided by WSHS is to be completed and submitted.
- B. The OCHS Board of Directors shall annually review and approve an OCHS Federal Tax Form 990. It shall be filed by May 15.

ARTICLE XII – DISSOLUTION

- A. Voluntary Dissolution- In the event this organization is unable to maintain its facilities or to sustain its activities, notice of intent to dissolve shall be sent to WSHS whereupon WSHS shall supply the necessary legal forms and instructions to be followed in the dissolution. Upon ratification by the members of 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 education purposes to one or more historical societies, libraries, museums, or educational institutions-in accordance with s.181.51 and s.44.03 of the Wisconsin Statutes and section 501(c)3 of the Internal Revenue Service.
 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 WSHS and approval of the Board of Curators. The document shall be filed with the Wisconsin Secretary of State.
- B. Involuntary Dissolution – 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 WSHS in accordance with the provisions of s.44.03(3) of the Wisconsin Statutes. Property, records, and collections shall vest in WSHS and all remaining assets shall be distrusted in the same manner as stipulated in Article XII, Section A. 3 of these By-Laws.

ARTICLE XIII – AMENDMENTS

These By-Laws may be amended by a two-thirds majority vote of the Board of Directors at any OCHS Board meeting. Amendments must be presented at a regularly scheduled Board of Directors meeting and approved at the next scheduled Board meeting by a quorum of those present.