

AMENDED AND RESTATED BY-LAWS OF THE GREEN COUNTY HISTORICAL SOCIETY

Approved on: 9/29/2016

ARTICLE I

Name

The name of the Corporation shall be the Green County Historical Society.

ARTICLE II

Object

The business and purpose of this Corporation shall be to preserve, advance and disseminate knowledge of the history of Green County and the State of Wisconsin. To this end, said Corporation may collect materials of whatever kind or nature relating to the history of Green County and the State of Wisconsin. It may hold property, both real and personal, in any amount; 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 or nature consistent with the major purpose outlined above, either on its own or in cooperation with any other agencies, local or otherwise.

ARTICLE III

Membership

Section 1.

- a. Any person interested in the history of Green County or of Wisconsin who applies for membership in any classification of membership and who tenders the necessary dues shall thereby become a member of the Corporation as long as all dues have been paid as required.
- b. Membership may be of four classes: individual, individual-lifetime, business and family, and members in each class shall be entitled to one vote, except the family class which shall be entitled to two votes.
- c. The dues for each classification shall be set by the Board of Directors.

ARTICLE IV

Officers

The elective officers shall be a Board of Directors of ten members. An eleventh member of the Board of Directors shall be a member of the Common Council of Monroe, Wisconsin, appointed annually by the Common Council. The appointed Common Council member shall be a voting member of the Board of Directors and is eligible to serve as an officer (President, Vice President, Secretary, or Treasurer) of the Board of Directors.

ARTICLE V

Board of Directors

Section 1.

- a. The Board of Directors shall have the power to conduct all affairs of the Corporation.
- b. The Board of Directors shall have the power to create such regular and special committees as is deemed necessary.
- c. Members of the Committees shall be appointed by the President.
- d. Six members of the Board of Directors shall constitute a quorum.
- e. Board members may not be a member of one's immediate family. Immediate family includes parent, step-parent, child, sibling, or spouse.

## ARTICLE VI

### Elections

#### Section 1.

- a. The Board of Directors shall be elected by the members of the Corporation at the annual meeting to serve for a term of three years. Election to the Board of Directors is limited to two three-year terms. At the conclusion of the second term, the Director must take one year off of the Board before applying for election to the Board of Directors. Three Directors shall be elected one year, three Directors the next year, and four the following year. Any Director elected to fulfill the unexpired term of another Director is eligible to complete two additional terms. The Treasurer is exempt from term limits as long as they are re-elected to the Board and continue to serve as Treasurer.
- b. Ten members of the Corporation shall constitute a quorum.
- c. A majority vote of the members present and voting shall constitute an election for directors of the Corporation.
- d. The President, Vice-President, Secretary and Treasurer shall be elected for a term of one year by the Board of Directors at the next meeting of the Board of Directors following the annual meeting of the Corporation. Only members of the Board of Directors shall be candidates for officers of the Corporation.
- e. Any vacancy on the Board of Directors shall be filled by election by the Board of Directors and the replacement shall hold office until the expiration date of the original term.
- f. Any member interested in becoming a Director must submit an application to serve on the Board. The applications will be read and voted upon by the Membership at the Annual Meeting of the Corporation. Those individuals receiving the most votes will be elected to the Board of Directors.
- g. Directors shall assume their duties immediately upon their election.

## ARTICLE VII

### Meetings

#### Section 1.

- a. In addition to the annual meeting, special meetings may be held.
- b. Special meetings may be called by the President. Special meetings shall be called by the President when five or more members in good standing make such a written request to the President.
- c. The Board of Directors shall meet at the call of the President. Any three or more members of the Board of Directors may call a meeting of the Board of Directors provided that such three or more Directors give seven day's written notice to all members of the Board of Directors, stating the time and place of the meeting.

## ARTICLE VIII

### Affiliation with the State Historical Society

As an affiliate of the State Historical Society, this Corporation shall submit any reports or take any other action necessary to meet the requirements of State Historical Society affiliates that are required by law.

## ARTICLE IX

### Parliamentary Authority

Roberts Rules of Order shall govern the proceedings of this organization.

## ARTICLE X

### Amendments

These by-laws may be amended by a two-thirds vote of members present and voting at any regular meeting, or at any special meeting called for the purpose of making such amendment, provided the amendment is submitted in writing to the membership by mail thirty (30) days prior to said regular or special meeting.