

BYLAWS OF THE WISCONSIN STATE GENEALOGICAL SOCIETY, INC.
REVISED JANUARY 2014

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 Secretary of State under which this organization is incorporated as a not-stock, nonprofit corporation affiliated with the State Historical Society of Wisconsin and shall govern the administration and activities of this organization.

Article I-Purpose

The purposes of this Society are exclusively educational, specifically:

1. To provide an association of persons and organizations interested in genealogy,
2. To collect, and when practical publish genealogical, biographical and historical material relating to Wisconsin families and their forbears,
3. To hold meetings and conduct conferences for the education of its members and others interested in genealogy,
4. To foster and increase an interest in genealogy,
5. To encourage the establishment of genealogical collections in libraries throughout the state, and
6. To work with persons and organizations of a like mind to ensure that public records in Wisconsin remain open for genealogical and historical research.

Article II-Membership

Section 1. Qualifications

- a) Any person or organization who is interested in genealogy, who intends to further the business and purposes of this Society and to abide by the rules thereof, who applies for membership and tenders the necessary dues, shall there by become a voting member of this Society.

Section 2. Good Standing

- a) A member in good standing is defined as an individual or organization that is current in payment of dues, has taken no action tending to injure the good name of the Society, disturb its well-being, or hamper it in its work, and who is otherwise in compliance with the Bylaws.

Section 3. Classifications

a) Personal Members

1. Individual Membership.

A qualifying individual is entitled to receive one copy of meeting notices or other free publications or mailings of the Society, and shall be entitled to one vote.

2. Family Membership.

Two qualifying individuals of a family residing at the same address may hold Family Membership, entitling them to receive, jointly, one copy of meeting notices or other free publications or mailings of the Society; at the same time each individual shall be entitled to one vote.

3. Life Membership.

Any person by action of the Governing Board (in recognition of meritorious service to the society or for other good reason) may hold Life Membership in this Society, and shall be entitled to all rights and privileges of Individual Members with no further dues payable.

4. Youth Membership

One individual under 25 years of age. Includes all voting rights and privileges, the quarterly *WSGS Newsletter* in electronic format, and access to the Members-Only Website (if you provide WSGS with your e-mail address).

b) Organizational Members

1. Affiliates.

Any Wisconsin-based historical or genealogical membership society, or the like, which meets the qualifications stated above may be granted membership as an "Affiliated Society". Affiliated Societies shall be entitled to one copy of meeting notices or other free publications or mailings of the Society, and to one vote. Additionally, Affiliated Societies may identify themselves as "An Affiliate of the Wisconsin State Genealogical Society: on their communications, publications, web sites, and advertising. Affiliates shall receive such other benefits as the Governing Board may from time to time grant.

2. Subscribers.

Any library

Section 4. Dues and Subscriptions

a) The amount of dues and subscriptions shall be set by the Governing Board.

b) Receipts from bequests and donations from members or non-members, not specifically designated as in memoriam shall be deposited into the general operating fund.

Section 5. Records

- a) A permanent membership file, containing the names of all members of record since the organization of this Society showing the type of membership held, shall be maintained by the Secretary, the Treasurer, or the designee of the President.

Section 6. Removal from the Rolls

- a) Any member who is declared to be no longer a member in good standing by majority vote of the Governing Board shall be removed from the rolls immediately upon action by the Governing Board, and shall be promptly notified of such removal by the Secretary. Except that removal for nonpayment of dues shall not take place until any period of grace established in the *Policies and Procedures Manual* has expired and shall not require a vote of the Governing Board. The fact of removal and the reason therefore shall be recorded on the individual membership file.

Article III-Officers

Section 1. Identification and duties.

- a) The elected Officers of this Society shall be: President, Vice-President, Secretary, Treasurer, and such number of District Representatives as are specified elsewhere in these Bylaws.
- b) The officers shall perform the duties prescribed by these Bylaws, officially adopted policies as published in the *Policies and Procedures Manual*, and by the parliamentary authority adopted by the Society.

Section 2. Elections

- a) Elections shall be conducted annually by electronic or mail ballot submitted to the membership by the Nominating Committee. All members in good standing, including Affiliated Societies, shall be entitled to cast one vote for each office listed on the ballot.
- b) The Nominating Committee shall nominate at least one person for each office to be filled. All nominees must be members in good standing at the time nominations are submitted to the membership for a vote.
- c) In selecting its nominees the Nominating Committee shall solicit the names of candidates by publishing a notice with a set deadline for submission, in the Society's newsletter and such other means as the Committee deems appropriate.
- d) Candidates may also be nominated by petition bearing the signatures of any ten (10) members of the Society in good standing. Such petitions shall be submitted to the Secretary of the Society postmarked no later than the deadline for submission established by the Nominating Committee in the notice of solicitation of candidates referenced in Article III Sec 2c above.

- e) The Nominating Committee shall ensure that all candidates, including those nominated by petition, are duly qualified under these Bylaws for the office for which nominated and that they are willing to serve if elected. All candidates will be requested to provide a brief biography including a statement of qualifications to accompany the ballot when distributed.
- f) The Nominating Committee shall publish and distribute electronically or by US Mail a ballot listing all nominees for office, including those nominated by petition, along with necessary instructions for completion and return of the ballot by the date specified. The ballot shall in no way distinguish between nominees selected by the Nominating Committee and those nominated by petition.
- g) Ballots shall be completed electronically or returned by US Mail in envelopes specifically provided for that purpose. A Committee of tellers composed of three (3) members of the Society shall be appointed by the President to open the paper ballots and tabulate them along with the electronic ballots at the appointed time. The Committee of Tellers shall submit a written report to the President and the Secretary of the Society immediately upon completion of the tabulation.
- h) A simple majority of the votes cast for the office in question shall be required to elect, except that a minimum of twenty-five (25) votes shall be required for that election to be declared valid. In the event the minimum number of votes is not achieved a special election for that office, or those offices, shall be called by the Governing Board.
- i) The timeline for actions related to the nomination and election of offices shall be established by the Governing Board and published in the Newsletter at least one year prior to the election. The timeline for the election immediately following the adoption of these Bylaws will be set by the existing WSGS Board.
- j) All candidates shall be informed of the results of the election, and of the date of the next meeting of the Governing Board at which those elected shall assume office. Membership shall be informed of the results of the election in the Newsletter.

Section 3. Terms of Office

- a) Officers shall be elected to terms of three (3) years from the date on which they assume office, or until their successors are elected.
- b) Officers shall serve no more than two (2) full consecutive terms in the same office. This provision shall not be interpreted to bar election to a different office or election to an office previously held after a period of three (3) years out of that office. A full term is defined as one-half or more of the term for which elected.

Section 4. Removal from Office

- a) Any officer shall be removed from office immediately upon determination by the

Governing Board that he or she is no longer a member of the Society in good standing.

- b) Two (2) or more unexcused absences during any twelve (12) month period shall be grounds for removal of an officer from the Governing Board by two-thirds vote of the Governing Board even though the officer remains a member in good standing of this Society. An unexcused absence is one in which neither the President nor Secretary has been notified before the meeting has been called to order that the member will not be present.

Article IV-Meetings

Section 1. Membership Meetings

- a) The Society shall hold an Annual Business Meeting each year, normally on the same date and at the same place as an education meeting or conference, but registration at such meeting or conference shall not be required for attendance at the Annual Business Meeting, nor shall any fee for such attendance be collected.
- b) The Annual Business Meeting shall be the occasion for the official annual reports of the President, Treasurer and Secretary, and for the conduct of such business as may be brought before it that is not otherwise provided for in these Bylaws.
- c) Special meeting of the Membership may be called at any time by the Governing Board or by majority of the members, and shall be held within the State of Wisconsin, at such place or places as may be designated in the notice of the meeting.
- d) Written notice of the time and place where a meeting is to be held, and the purpose, shall be mailed at least ten (10) days prior to the date of the meeting, to each member at their post office address as it appears on the records of the Society.
- e) A quorum shall consist of ten (10) members entitled to vote. A quorum must be present in person to constitute a valid meeting; provided that if a sufficient number to constitute a quorum does not attend at the time and place designated for any meeting, those who do attend may adjourn from time to time until a meeting is properly constituted. The Secretary shall notify those who do not attend of each such adjournment.

Article V-Governing Board

Section 1. Composition

- a) The Governing Board shall consist of the Officers, The Editor, The Webmaster, and the Chairperson of Standing Committees shall be ex officio members, but without vote.

Section 2. Powers of the Governing Board

- a) The Governing Board shall conduct the affairs of the Society. Such matters as are

subject to ratifications by the members shall be submitted to the Membership for vote at the next election unless special circumstances apply.

- b) The Governing Board shall appoint a Webmaster and an Editor, and when desired, a Co-Editor.
- c) The Governing Board shall require the chairperson of each standing and special committee to keep records and to report at meetings of the Governing Board or of the Membership.
- d) The Governing Board shall fill any vacancy which may occur in any of the offices or any vacancy created by an increase in the authorized number of District Representatives, such appointees to hold office until the next ensuing Annual Election.
- e) A quorum shall consist of a simple majority of Governing Board members entitled to vote and must include two members of the Executive Committee. A quorum must be present in person or virtual means to constitute a valid meeting.

Section 3. Policy and Procedures Manual

- a) The Governing Board shall adopt such policies as are necessary to establish rules governing the conduct of the Society's business. Such policies shall be in furtherance of and consistent with the purpose of this Society and these Bylaws. Such policies shall include job descriptions for all officers and responsibilities and functions of standing committees.
- b) Policies adopted by the Governing Board shall be published and preserved in a *Policy And Procedures Manual*, a copy of which shall be provided to each officer and standing committee chair. The *Policy and Procedures Manual* shall include copies of all policies adopted by the Governing Board, procedural rules developed in implementation of policies, and such other documents as the Governing Board shall prescribe.

Article VI-Committees

Section 1. Standing Committees

- a) The President shall appoint Standing Committees, to include the following, promptly after the first meeting of the Governing Board following annual elections. Responsibilities and functions of each standing committee shall be defined in the WSGS policy manual.
 - 1) The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and one (1) District Representative.
 - 2) The Membership Committee shall consist of three (3) or more appointed members, one (1) of whom shall be the person designated to maintain the

membership file under Article II, Sec.5a. It shall be responsible for active efforts to enlist and maintain membership in the Society, shall determine benefits for members, and shall oversee the maintenance of membership records.

- 3) The Finance and Development Committee shall consist of three (3) or more appointed members, at least two (2) of whom shall be members of the Governing Board. It shall be responsible for preparation of the annual budget for approval by the Governing Board, shall receive, analyze, and make recommendations on the annual audit of the Society's financial records. The Treasurer shall be an ex-officio member of the Finance Committee.
- 4) The Advocacy Committee shall consist of the President, Vice-President, and three (3) appointed members. It shall actively monitor legislation and administration activities related to preservation of and access to public records in the State of Wisconsin, shall take action and/or make recommendations as appropriate to ensure the voice and interests of the Wisconsin genealogical community are represented before legislators and decision makers, and shall organize and coordinate cooperative action on the part of all Wisconsin genealogical organizations as needed. The Advocacy Committee shall cooperate with national genealogical organizations, and will enter into partnerships and coalitions on a limited basis with non-genealogical organizations where there is a mutuality of interest. The Editor and Webmaster shall be ex-officio members of the Advocacy Committee.
- 5) The Outreach/Public Relations Committee shall consist of three (3) or more appointed members, at least one (1) of whom shall be a member of the Governing Board. It shall be responsible for developing, implementing, and overseeing a program of active communication and cooperation with local genealogical societies throughout the state.
- 6) The Program and Education Committee shall consist of three (3) or more appointed members, at least one (1) of whom shall be a member of the Governing Board. It shall have general oversight for the planning and producing of events, programs and webinars.
- 7) The Publications Committee shall consist of three (3) or more appointed members, at least one (1) of whom shall be a member of the Governing Board. It shall have general oversight for the planning and producing of publications.
- 8) The Communications and Technology Committee shall consist of three (3) or more appointed members, at least one (1) of whom shall be a member of the Governing Board. It shall have general responsibility for effective application of communications techniques and for appropriate and aggressive use of technology in all activities of the Society. The Webmaster and the Editor shall be ex-officio members of the Committee.

Section 2. Special Committees

- a) The Nominating Committee shall be appointed at the first meeting of the Governing Board following the regular annual election. The Nominating Committee shall consist of a minimum of three (3) and a maximum of five (5) members. Persons who are not members of the Society may be appointed to serve on the Nominating Committee but may never constitute a majority of the Committee. The Nominating Committee shall choose its own chairperson who shall be from among the Society members on the Committee. The duties of the Committee are detailed in Article III, Section 2f.

Section 3. Other Committees; President's Ex-Officio Committee Membership

- a) Such other committees, standing or special, shall be appointed by the President as the Society or the Governing Board shall from time to time deem necessary to carry on the work of the Society. The President shall be ex-officio a member of all committees except the Nominating Committee.

Article VII-Districts

Section 1. Districts Defined

- a) For purposes of representation, to encourage cooperation, and to facilitate educational, and service programs the Governing Board shall establish a minimum of six (6) and a maximum of twelve (12) Districts. These Districts shall be based on considerations such as population, numbers of genealogical and historical societies, number of Society members, distance and geographical and economic areas in the State of Wisconsin. Boundaries of districts need not be coterminous with those of counties.
- b) The Governing Board shall reexamine and define Districts as appropriate at least every five (5) years. Changes shall take effect with the first election following the Governing Board's action.

Section 2. Activities of Districts

- a) Districts are encouraged to engage in educational and service projects intended to benefit genealogists and local societies in the District. These may include lectures and workshops conducted with the support and assistance of the Society, indexing and extraction projects to make resources located within the District more available to the entire genealogical community, and other activities appropriate to the needs and capabilities of the District. On occasion two or more districts may combine their efforts for the accomplishment of a specific event or project.

Section 3. Governance

- a) As representational, educational and service areas of the WSGS, separate organizational structure for Districts is not appropriate although ad hoc councils may be formed from time to time for specific projects.
- b) Each District shall have one Representative to serve on the Governing Board of the Society, such Representative to be the principle point of contact to bring the needs and concerns of the District to the Governing Board, and to represent the WSGS, as a state society to the District. The Representative shall endeavor to maintain contact with all local genealogical and historical societies located in the District, and shall, either personally or by referral, provide assistance with programs and organizational matters. The Representative shall be a member of a genealogical society located within the District and in order to maintain contact is normally expected to reside in the District.
- c) District Representatives shall be nominated and elected as described in Art III, Sec. 2. All genealogists and societies located within the District are encouraged to participate in the nominations process as described.

Article VIII-Affiliation with the State Historical Society

Section 1. Affiliation

- a) As an affiliate of the State Historical Society of Wisconsin this Society shall receive the benefits to which it is entitled, and shall submit to the State Society an annual report of its activities as required by s. 44.03 of the Wisconsin Statutes. It shall keep the State Society informed as to the results of its annual elections and as to the various projects and programs which it undertakes.
- b) If this Society shall become inactive, the President or remaining senior officer shall notify the State Society and shall request the State Society to assist in attempts to reactivate the Society before taking action to declare the Society defunct and to terminate affiliation by reason of failure to submit annual reports for three consecutive years to the State Society or for failure to hold elections according to these bylaws.
- c) In the event of voluntary dissolution the property, collections and assets of this corporation shall be distributed and liquidated so as first to satisfy any liabilities and obligations of the corporation, and secondly to satisfy any limiting conditions pertaining to any given asset as may have been set by the donor or otherwise imposed. The remaining assets shall then be offered to the following organizations in the order and manner determined by the Governing Board so that all such assets shall be distributed prior to the filing of articles of dissolution with the Secretary of State on acceptance and approval by the State Historical Society:
 - (1) The State Historical Society of Wisconsin.
 - In case of monies, that they be used for the stipulated purpose of purchasing genealogical materials.

- In case of properties, the State Historical Society may, at its discretion, give any materials that duplicate its own to the Milwaukee Public Library.
- d) To facilitate distribution of assets in the event of dissolution, either voluntary or involuntary and also to otherwise facilitate the use and identification of the property, collections, and assets of the organization, a record of all such property, collections, and assets shall be kept through production and maintenance of appropriate inventories and catalogs and donor files.

Section 2. Federal and State Tax Exempt Status

- a) The treasurer of the organization shall make application to the Internal Revenue Service for tax exempt status in compliance with the provisions of section 501 (c) (3) of the Internal Revenue Code and shall retain such status through the filing of annual reports as required.
- b) The treasurer shall also make application to the Wisconsin Department of Revenue Income and Sales Tax Division for a state certificate of exempt status.
- c) The exempt numbers issued for federal and state exempt status shall become a permanent part of the records of this organization. The federal number shall be made available to donors wishing to use it to identify gifts reported on personal income tax returns. The state number shall be used in making purchases so as to absolve the organization from the payment of sales tax on services, equipment and other items bought for use of the organization.

Article IX-Parliamentary Authority

The provisions of Chapters 44 and 181 of the Wisconsin Statutes and current Edition of Robert's Rules of Order Newly Revised shall govern the proceedings of this organization not herein provided for.

Article X-Amendments

These Bylaws may be amended by a vote of two thirds (2/3) of the members voting on a mail ballot. Notice of the proposal to amend, to include the text of the proposed amendment and a brief explanation of its effects shall be mailed to membership at least 15 days prior to the date on which the ballot is mailed to the members.

-Adopted by vote of the WSGS Membership at the Membership Meeting, 18 October 2003 at Wisconsin Dells, Wisconsin.

-Adopted by vote of the WSGS Membership by mail ballot, November 2008.

-Adopted by vote of the WSGS Membership by mail ballot and electronic ballot, December 2012.

-Adopted by vote of the WSGS Membership by mail ballot and electronic ballot, December 2013.