

**BY-LAWS**  
**Chippewa Valley Museums**

**PREAMBLE**

These By-Laws shall supersede all previous Constitution and By-Laws 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 non-stock, non-profit corporation affiliated with the Wisconsin Historical Society and shall govern the administration and activities of this organization.

**Commented [CMR1]:** Wisconsin Historical Society has globally replaced State Historical Society of Wisconsin throughout by-laws to reflect updated name of WHS

Furthermore, the provisions of Chapter 181 and section 44.03 of the Wisconsin Statutes and Robert's Rules of Order shall govern the proceedings of this organization not herein provided for.

**ARTICLE I. PURPOSE AND OBJECTIVES**

**Section 1. Purpose**

The purpose of the Chippewa Valley Museums, (referred to as "the Museum") shall be to connect people to our community and inspire curiosity by collecting, preserving, and sharing our region's historical and cultural resources.

**Commented [CMR2]:** Board-approved mission statement replaces "collect, preserve, and interpret the history and culture of the Chippewa Valley and its people."

In order to increase understanding of regional history, the Museum shall provide learning experiences for all ages as well as other related services and activities. The Chippewa Valley Museums d/b/a Chippewa Valley Museum, is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)3 of the Internal Revenue Code.

**Section 2. Collections**

a. The Museum shall discover and collect materials which establish or illustrate the history of the Chippewa Valley. The intent of the Permanent Collection is to interpret regional life, conditions, events, and activities of the past and the present.

b. The Permanent Collection shall consist of archival and museum materials relating to the history, natural history and culture of the Chippewa Valley. The Museum may also maintain limited Study Collections of materials 1) for use in educational programming or 2) of national or international materials if these enhance understanding of Chippewa Valley history.

c. Within the limits of its human and financial resources, the Museum shall 1) provide for the preservation of the Collections; 2) ensure access to all who wish to examine or study

them; 3) cooperate with officials in ensuring the preservation and accessibility of the records and archives of Eau Claire County and its cities, towns, villages and institutions; and 4) undertake the preservation of historic buildings, monuments, and markers.

d. Within the limits of its human and financial resources, the Museum shall follow standard professional practices and procedures in collecting, accessioning, cataloguing, using, and exhibiting museum and archival materials. The Museum shall use as its standards the practices and procedures recommended by 1)The **American Alliance of Museums**, and 2) the Wisconsin Historical Society.

**Commented [CMR3]:** American Alliance of Museums globally replaces American Association of Museums, Inc to reflect updated name of AAM

e. The Museum will cooperate with the Wisconsin Historical Society in collecting and preserving materials of state-wide significance so that these materials can be made available to students and scholars.

### Section 2. Archives, Museums, and Historic Sites

a. Within the limits of its human and financial resource and as the will of the members dictates, the Museum shall establish and operate a museum and archive of regional history and one or more historic sites.

These facilities may be combined into one facility or may be separate facilities. Singly or in combination, they may be developed and operated solely by the Museum or they may be developed and operated in cooperation with any other educational organization, city council, county board, or state or local agency or non-profit organizations qualifying for affiliation with the Wisconsin Historical Society under the provisions of section 44.03 (2) of the Wisconsin Statutes.

### Section 3. Public Program and Priorities for Interpretation

a. Within the limits of its human and financial resources, the Museum shall create and offer to the public 1) long-term and short-term exhibits; 2) educational programs; 3) publications; 4) media productions; and 5) other programs which increase understanding of the history and culture of the Chippewa Valley.

b. Long-term exhibits shall interpret the history, natural history and culture of Eau Claire, Eau Claire County and the Chippewa Valley as a whole.

c. The history, natural history, and culture of Eau Claire, Eau Claire County, and the Chippewa Valley shall be the first priority in short-term exhibits and other interpretive programming. The second priority shall be programming which interprets American and international history, natural history, and culture with preference for issues which have an impact on or relevance to the Chippewa Valley.

### Section 3. Research and Publication

a. Within the limits of its human and financial resources, the Museum will disseminate information on the history and culture of the Chippewa Valley through support of original research and creation of publications and media productions.

b. The Museum may purchase books, research materials and other literature or publications related to its purpose for use in any of its facilities.

c. Materials described in Paragraphs (a) and (b) may also be made available for resale or for free distribution to members, schools, libraries, and such other institutions. ~~The Board of Directors shall determine the appropriate methods of distribution.~~

**Commented [CMR4]:** Deleted because this is a responsibility board is delegating to executive director

## **ARTICLE II. FISCAL YEAR.**

The fiscal year shall be from October 1 through September 30.

## **ARTICLE III. MEMBERSHIP.**

### **Section 1. Qualifications.**

a. Any person, family, institution, corporation or organization shall become a member of the Museum upon payment of the dues stipulated for the appropriate classification of membership.

b. No person shall be denied membership because of ~~sex, gender identity,~~ race, color, nationality, religion, political belief, age, disability, or veteran status.

**Commented [CMR5]:** Updated to reflect current non-discrimination language

c. Membership shall terminate automatically for non-payment of dues at the end of the month one calendar year from the last payment of dues. Memberships terminated for non-payment of dues shall be reinstated as of the date payment is made. (Revised 05-10-2022)

### **Section 2. Classification and dues.**

a. The Board of Directors shall set the annual dues for each classification of membership. (Revised 10-20-14.)

### **Section 3. Voting and Privileges.**

a. Each current member is entitled to a vote of one at all meetings of the general membership and shall receive such benefits and privileges as are set forth in the regulations and proceedings of the Museum. A member must be present in person in order to vote at general membership meetings.

b. Families, corporations, institutions, and any other organizations or groups subscribing to membership shall have one vote ~~are each entitled to a vote of one~~ at all meetings of the membership. These members shall also receive such voting rights, benefits,

**Commented [CMR6]:** Clarified vote language

and privileges as are set forth for them in the regulations and proceedings of the Museum. A representative of the member must be present in person in order to vote at a general membership meeting.

#### **ARTICLE IV. MEETINGS OF THE MEMBERSHIP.**

##### **Section 1. Annual Meeting.**

a. The Museum shall hold an Annual Meeting of the membership for the election of Directors and the transaction of such other business as properly may come before it.

b. The Annual Meeting date shall be no sooner than four (4) weeks nor longer than eight (8) weeks following the end of the fiscal year. All Members shall be notified of the Annual Meeting by direct or electronic mail at least 21 days before the meeting. ~~The Annual Meeting shall be held in the month of October. The Secretary shall notify all members of the Annual Meeting by mail at least 21 days before the meeting.~~

**Commented [CMR7]:** Expands the window for the annual meeting and makes it possible to contact members by email.

##### **Section 2. Special Meetings**

a. Special meetings of the general membership may be called by 1) the President; 2) on the instruction of the Board of Directors; or 3) upon the written request of 50 members or 20 per cent of the general members, whichever is less.

b. When a special meeting is called, each member shall be notified by mail of the time, place and purpose at least 7 days in advance of the meeting.

##### **Section 2. Quorum**

a. The members of the Museum present shall constitute a quorum at any duly-noticed general membership meeting.

#### **ARTICLE V. BOARD OF DIRECTORS**

##### **Section 1. Composition of the Board.**

a. The Board of Directors shall consist of 11 directors and those officers to whom board status is imputed under the provision of Article V of these By-Laws. The total number of members on the Board of Directors, including those officers and directors, shall be 15,

b. ~~Because of the rich history of Kiwanis involvement with the Wisconsin Logging Museum, which merged with Chippewa Valley Museum December 31, 2022, the Board of Directors shall include up to two preferred seats to represent members of Kiwanis Clubs of Eau Claire. These seats shall hereafter be referred to as Kiwanis Club positions.~~

**Commented [CMR8]:** Added. The former Wisconsin Logging Museum by-laws included Kiwanis representation on the WLM board. During merger discussions it was agreed the language used here would be included in new bylaws

c. Elections to the Board shall be in accordance with the provisions of Article VI of these By-Laws.

d. Other honorary and/or *ex officio* appointments to the board of directors may be made at the discretion of the Board of Directors.

e. Active Kiwanis Clubs without a voting member on the Board may each nominate one ex-officio non-voting member to the Board. The Board of Directors shall appoint ex-officio nominations according to Article V, Section 1d.

**Commented [CMR9]:** Added. The former Wisconsin Logging Museum by-laws included Kiwanis representation on the WLM board. During merger discussions it was agreed the language used here would be included in new bylaws to keep open the option for representation of all Kiwanis clubs

## Section 2. Powers and Responsibilities of the Board.

**Commented [CMR10]:** Added

a. The Board of Directors shall have the power to conduct the affairs of the Museum 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 the organization; the selection, supervision and termination of the Executive Director; and the creation and implementation of policies for the development, operation, and maintenance of the Museum and its facilities.

b. The Board of Directors shall have the power to create or terminate an executive committee and such permanent and special committees as are deemed necessary. The method for establishing permanent or special committees and appointing chairpersons shall be described in the regulations and procedures.

c. The Board of Directors may authorize use of the Museum's resources for 1) exhibits; 2) marking of historic buildings or sites; and 3) such other programs, projects, or activities which further the purpose of the Museum.

d. The individual members of the Board of Directors shall conduct themselves in a manner consistent with ethical standards for museum governance. The Board shall use the ethics statement of the American Alliance of Museums as the model for the Museum's ethics policy. Directors shall not use their positions for personal or financial gain. Ethical standards related to collections shall also be described in the Collection Policy.

e. Board members are expected to take an active role in the society, attend all board meetings and annual meeting. Notification must be made in advance to the president or the secretary and recorded in the minutes if he/she cannot attend. This will be an excused absence. Two unexcused, or any three, absences in the calendar year may result in the position being declared vacant and the position to be filled by a vote of a majority of the board of directors.

**Commented [CMR11]:** All of letter 'e' added, including the ability of the board to remove board members.

f. Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any

transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Museum to do so. Any payments to the interested officer or director as a result of such a vote shall be reasonable and shall not exceed fair market value. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Commented [CMR12]: Conflict of Interest statement added

g. All directors, officers, and employees of the Museum shall execute a Confidentiality and Conflict of Interest Agreement prior to commencing their role with the Museum

Commented [CMR13]: Added

## **ARTICLE VI. OFFICERS**

### **Section 1. Classification of Officers.**

a. The elected officers shall be a President, Vice President, Secretary, and Treasurer. Such officers must be members of the Board of Directors.

### **Section 2. General Duties**

a. All officers and directors at large shall familiarize themselves with these By-Laws and the Articles of Incorporation. The Secretary shall distribute copies of the By-Laws and the Articles of Incorporation to the officers and directors upon their election or appointment.

### **Section 3. Duties of the President.**

a. The President shall be the principal executive officer of the Museum. Subject to the control of the Board of Directors and with the advice and assistance of the Executive Director (if any), the President shall supervise and control all of the business and affairs of the Museum. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

b. The President shall, when present, preside at all meetings of the Board of Directors. The President shall sign, together with the Secretary or other officer of the Museum authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other legal instruments.

The Board shall authorize execution of such instruments in advance, except in cases 1) where the signing and execution shall be expressly delegated by the Board or these By-Laws to some other officer or agent of the Museum, or 2) shall be required by law to be otherwise signed or executed.

c. The President shall submit applications for state and federal tax exempt status and keep such status in force through the filing of subsequent annual reports as required by the

Internal Revenue Service and the Wisconsin Department of Revenue.

Section 4. Duties of the Vice President.

a. The Vice President shall perform the duties of the President in the absence of the President. When so acting, the Vice President shall, in general, perform all duties incident to the office or otherwise prescribed by the Board.

b. The Vice President shall serve as Chairperson of the Nominating Committee, as provided in Article VI, Section 3(c). The Vice President shall perform such other duties as may be assigned by the President or the Board of Directors.

Section 5. Duties of the Secretary.

a. The Secretary shall ensure that: 1) minutes are kept of the meetings of the Board of Directors and the Executive Committee; 2) all notices are duly given in accordance with the provisions of these By-Laws or as required by law; 3) the corporate records and the seal of the Museum are in safe custody; 4) the seal is affixed to all duly-authorized documents executed on behalf of the Museum. The Secretary shall, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

Section 6. Duties of the Treasurer.

a. The Treasurer shall be the principal financial officer of the Museum. The Treasurer shall provide for: 1) receipt, deposit and disbursement of all monies of the Museum, subject to regulations established by the Board of Directors; 2) maintenance of accurate books and records of account; 3) an Annual reports of the finances of the Museum and other reports requested by the Board of Directors; and 4) the preparation of annual budgets for the Museum. The Treasurer shall perform such other duties as may be assigned by the President or by the Board of Directors, or by these By-Laws.

**ARTICLE VII. ELECTIONS**

Section 1. The Nominating Committee.

a. The Nominating Committee shall consist of the Vice President, one other director, and other members at large as needed. (As revised 10-20-14.)

b. The Nominating Committee shall prepare a slate of candidates for vacancies at each special or regular election of directors. The slate shall contain one name for each vacancy. ~~The request for nominations from the floor shall follow the presentation of the nominating~~

Commented [CMR14]: The word "slate" replaces "ballot"

~~committee's report. Floor nominations shall be accompanied by a written statement from the candidates that they will serve.~~

**Commented [CMR15]:** Floor nominations removed from by-laws. Nominations will come from nominating committee

c. The Nominating Committee shall attempt to maintain the presence of two Kiwanis Club representatives on the Board of Directors by first soliciting nominations from active Eau Claire Kiwanis Clubs for vacant "Kiwanis Club" positions. Nomination preference shall be given to a member of The Kiwanis Club of Eau Claire, Inc., the founding entity of Wisconsin Logging Museum. In the event the vacant designated Kiwanis Club positions are not filled by nominations from the Eau Claire Kiwanis Clubs, the available seat(s) will be filled by nomination from the general public, according to established nomination processes.~~c. The Nominating Committee shall prepare a ballot of candidates for vacancies at each special or regular election of officers. The ballot shall contain one name for each vacancy.~~

**Commented [CMR16]:** Added as part of merger agreement with Wisconsin Logging Museum

**Commented [CMR17]:** Moved up to item b.

~~d. The Nominating Committee shall also be responsible for the distribution and counting of ballots at the election meetings.~~

**Commented [CMR18]:** Deleted because using a slate rather than a ballot

## Section 2. Election of Directors

a. Directors shall be elected by the members at the Annual Meeting for a term of 3 years. Directors shall be members of the Chippewa Valley Museum. Directors elected at the Annual Meeting shall take office at the next meeting of the Board of Directors.

b. All directors and officers shall hold office until their successors have been duly elected and qualified.

c. Vacancies among directors occurring before the expiration of term shall be filled by election of the Board of Directors.

d. A director may serve no more than three consecutive terms.

~~e. A director with three consecutive unexcused absences may be removed by the Board of Directors.~~

**Commented [CMR19]:** Deleted. Removal of board members due to unexcused absences moved to Article 5 Section 2e

## Section 3. Election of Officers.

a. Officers with board rank -- president, vice president, secretary, treasurer -- shall be elected by the Board of Directors at the first regular meeting of the Board immediately following the Annual Meeting. These officers shall serve for a term of one year.

b. All officers shall serve until their successors are duly elected and qualified.

c. Vacancies among officers shall be filled by election by the Board of Directors. Those so elected shall hold office until the next scheduled election for that office.



**ARTICLE VIII. EXECUTIVE DIRECTOR.**

**Section 1. Duties of the Executive Director.**

a. The Executive Director, if any, shall be the professional employee of the Museum charged with the responsibility for the daily operation of the Museum and its facilities, subject to the general supervision, direction and control of the Board of Directors and the President of the Museum.

b. The Executive Director shall recruit, select, supervise, train, evaluate and terminate all other employees of the Museum, subject to the policies and procedures established by the Board of Directors and such other limitations, regulations and restrictions (budgetary and otherwise) that the Board of Directors may establish.

**ARTICLE IX. MEETINGS OF THE BOARD.**

**Section 1. Time, Frequency and Notification of Meetings.**

a. The Board of Directors shall meet monthly at a date and time selected by the Board. The President or by any three members of the Board may call a special meeting of the Board. Each director shall be notified at least 24 hours in advance as to the time and place of a special meeting.

**Section 2. Quorum.**

a. Six members of the Board of Directors, present and eligible to vote, shall constitute a quorum at any regular or special meeting of the Board.

**ARTICLE X. AFFILIATION WITH THE WISCONSIN HISTORICAL SOCIETY.**

**Section 1. Authority for Affiliation.**

a. The Chippewa Valley Museum 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 State Historical Society.

b. As an affiliate, the Museum is a member of the Wisconsin Historical Society and of the Wisconsin Council for Local History and is entitled to one vote at all general meetings of the Society and the Council.

c. The Museum 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 Secretary of State.

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 By-Laws.
- 4) Failure to maintain state and federal tax exempt status.
- 5) Failure to maintain proper donor, accessioning, cataloging, and financial records and minutes of the meetings.

d. It shall be the responsibility of the Museum to submit an annual report to the Office of Local History of 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.

e. The Wisconsin Historical Society shall be notified of all changes in the Articles of Incorporation and By-Laws.

f. In order to protect the interests of donors and contributors, the Museum shall install and maintain standard accessioning and cataloging procedures and shall maintain state and federal tax-exempt status as required by Paragraph c of Section 3, Article I of these By-Laws.

### 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 Museum whose name appears on the current mailing list. Whenever practical such notices and announcements may be sent to the officers, directors and members of the Museum to the extent to which the Museum provides the Wisconsin Historical Society with current membership mailing lists.

b. The Museum shall receive, without charge, such publications and periodicals as the State Society shall determine, but such publications will include the *Wisconsin Magazine of History*, *Columns*, and *Exchange*. *Exchange*, the Office of Local History newsletter, shall be sent to all officers and directors whose names are on the State Society's current mailing list. Only one copy of the other publications shall be sent. They shall be mailed on behalf of the

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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 the Chippewa Valley Museum. In general, such services shall be without cost to the Museum; however, extended and costly services may be negotiated on a cost sharing basis. The Office of Local History is designated as the principal liaison officer and advisor for the Museum.

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

a. The Museum shall be a member of the West Central region of the Wisconsin Council for Local History, the association of the affiliates of the State 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 the Museum are entitled to attend the annual regional conventions of the Council and its annual state convention held in Madison.

### **ARTICLE XI. DISSOLUTION**

#### Section 1. Voluntary Dissolution

a. In the event the Museum 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 instructions 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 and s. 44.03 of the Wisconsin Statutes and section 501(c)(3) of the Internal Revenue Code.
- 4) Complete the appropriate legal forms, certify 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. Upon approval of the Board of Curators, the document shall be filed with the Secretary of State.

#### Section 2. Involuntary Dissolution

a. In the event the Museum becomes so inactive that there are no remaining officers, directors, or members to effect voluntary dissolution, proceedings for involuntary dissolution may be initiated by the Wisconsin Historical Society in accordance with the 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 By-Laws of the organization or in the agreements of donors shall vest in the State 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 By-Laws, with the first offer being made to whatever county or local governmental unit that may have aided the Museum financially.

**ARTICLE XII. AMENDMENTS**

These By-Laws may be amended by a two-thirds vote of general members present at any regular meeting or special meeting called for the purpose. The amendment shall either be 1) submitted in writing to the general membership ~~thirty~~ **fourteen (14)** days prior to the meeting or 2) presented for an announced open discussion at the meeting prior to the one set for action on the amendment.

**Commented [CMR22]:** Shortened the time requirement to notify members of amendment changes

**CERTIFICATION OF ADOPTION**

It is hereby certified that the foregoing By-Laws of this corporation were adopted by the Chippewa Valley Museum, Inc., meeting at Eau Claire, Wisconsin, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_, by the following vote:

Number of members having voting rights:\_\_\_\_  
Number of members voting in person or by proxy: \_\_\_\_  
Number voting for:\_\_\_\_; Number voting against:\_\_\_\_

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date

(Last amended \_\_\_\_\_.)