

This is a draft as approved by the Board of Directors on January 11, 2017.
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By-Laws of Historic Point Basse, Inc.

Article I

Name and Location

Section 1. This organization will be known as Historic Point Basse, Incorporated.

Section 2. The Principal office of this organization will be located in Wood County, Wisconsin.

Article II

Purposes

Section 1. This organization is dedicated to the preservation and restoration of the Wakely House and the historic settlement of Point Basse in Wood County, Wisconsin. It will protect the historical, archeological and natural features of that site and perpetuate the written history of Point Basse and it former inhabitants.

Section 2. The organization will make its site available for public education and enjoyment as is consistent with its purposes. It may make rules and enforce such restrictions on the use of the site in order to be consistent with it purpose.

Section 3. The organization will operate as a not-for-profit corporation. All income received by it will be used to further the purposes of the organization.

Article III

Membership and Dues

Section 1. All persons, regardless of race, religion, national origin, age, sex, who support the organization, are eligible for membership upon payment of dues. All members who have paid their dues for the current year are considered to be in good standing. All members in good standing are eligible to vote, serve on committees and an hold office.

Section 2. Membership categories will be determined by the Board of Directors. They will include individual, family, lifetime, charter and other categories as determined by the Board.

Section 3. Continuing charter membership will be limited to those members who join the organization prior to the first annual meeting on January 14, 1986 and who have maintained uninterrupted membership since that time. Charter members who are not lifetime members are required to pay yearly membership dues.

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Section 4. An individual member is entitled to one vote in any balloting at a general membership meeting. A family membership, or any higher membership category serving as a family membership, is entitled to two votes at a general membership meeting.

Section 5. Membership dues for each category will be established by two-thirds vote of the Board of Directors.

Section 6. All yearly membership dues are payable as of the beginning of the organization's fiscal year. ~~(March)~~ **January 1.**

Section 7. Any member may resign from the organization upon written notification to the Board of Directors. A person resigning from the organization will not be entitled to any refund of membership dues, contributions **or donations. Any organization property must be returned within a two weeks after their resignation.**

ARTICLE IV

Board of Directors

Section 1. The business of this organization will be managed by a Board of Directors consisting of nine voting members. All Board members must be members in good standing of the organization. Members of the Board of Directors will be elected by the organization's membership at the Annual Membership Meeting.

Section 2. Members of the Board of Directors will serve a three-year term and serve until successor has been elected. Board members will be elected in three groups of three members. The term of each group will end in successive years.

Section 3. Any vacancy on the Board of Directors will be filled by a member of the organization selected by the Board of Directors until the next Annual Membership meeting at which time the membership of the organization will elect a board member to fill the remainder of the unexpired term, if any.

Section 4. The Board of Directors may declare a Board membership vacant after three consecutive unexcused absences at a regularly scheduled meeting.

Section 5. In addition to the voting members, the Board of Directors will also include the following non-voting members ~~(the immediate Past-President)~~, the Secretary, the Treasurer, the Historian, the Chairperson of all standing committees. ~~(and a representative of the associated Explorer Post.)~~ Any of these individuals who has been separately elected as a voting member will be considered as such.

ARTICLE V

Officers

Section 1. The officers of the organization will be the President, The ~~(President-elect)~~ **Vice President**, The Secretary, The Treasurer, and the Historian. Each officer will be elected for a one year term and will serve until their successor is elected. All officers must be members in good standing of the

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organization. The President and the **Vice President**~~(elect)~~ must be currently elected voting members of the board of Directors.

Section 2. All officers will be elected by a majority vote of the Board of Directors at its first **organizational** meeting of the fiscal year. Any vacancy that may occur among the officers will be filled by an eligible organization or Board member by the Board Directors to serve the remainder of the unexpired term.

Section 3. The president **or a designee appointed by the President**, will preside at all meetings of the general membership and ~~(the Board of Directors,)~~ will have general supervision ~~(of)~~ **over the affairs of** the organization ~~(of Directors as authorized by the Board)~~ and will make such reports to the **Board of Directors and the general** members as ~~(may be)~~ necessary.~~(In the absence of the President, the Vice President (elect) will preside at the meeting. In the absence of both the President and the Vice President (elect), the Board members will select a temporary chairman).~~**The President will preside over the meetings of the Board of Directors.**

Section 4. The **Vice President**~~(elect)~~ will preside at all meeting in the absence of the President. **The Vice President** will serve as the coordinator of the committee and perform such other duties as delegated by the President or properly assigned by the Board of Directors. ~~(The Vice President elect will be selected with the intent of succeeding the President at the end of the President's term(s), however the President elect must be eligible to serve as President and be so elected.)~~

Section 5. The secretary will be responsible for keeping the minutes of all membership and Board of Directors meetings, maintaining corporate records of the organization and preparing reports and performing duties properly assigned by the Board of Directors. **The Secretary will also inform the Board of Directors on the Status of actions that were approved by the Board.**

Section 6. The Treasure will be responsible for the maintaining the financial records of the organization. The Treasure will maintain accounts and make payments from the organization's funds as directed by the Board of Directors. The Treasure will prepare a written fiscal report for the Annual Business Meeting and at other times as directed.

Section 7. The Historian will be responsible for gathering, recording and perpetuating the history of the organization. The Historian will make ~~(sure)~~ **verbal or written** reports as are properly assigned by the Board of Directors **as necessary**.

ARTICLE VI

Committees

Section 1. The organization will maintain such standing and special committees as are necessary to meet the goals and purposes of the organization. Committees will be established by the Board of Directors.

Section 2. All members in good standing in the organization are eligible and encouraged to participate in the committees.

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Section 3. Committee Chairperson will be selected by the committee membership. They will preside at meetings of the committees and report committee activities to the Board of Directors and **the general organizational** membership.

ARTICLE VII

Meetings

Section 1. There will be at least one general membership meeting each year to be known as the Annual Membership Meeting. It will be held within ~~(one)~~ **four** months of the beginning of the organization's fiscal year. This meeting will be for the purpose of electing the Board of Directors, **and for such other business as may be properly conducted at such meeting.** ~~(report of the officers and for such other business as may be properly conducted at such meetings. Other membership meetings will be held as necessary by the direction of the Board of Directors).~~

Section 2. Regular Board of Directors meetings will be held at least quarterly. The last regularly scheduled meeting of the Board of Directors for each fiscal year will be known as the Annual Business Meeting. At this meeting, all officers and committee Chairpersons will report on the last years activities. Additional meeting of the Board of Directors may be scheduled as needed.

Section 3. All meeting of the Board of Directors will be open to all of the organization's members. The Board of Directors may meet in closed session to discuss matters of a sensitive nature upon a two - thirds vote of the Board. Any vote taken as a result of such closed session must be made in an open meeting and the substance of the closed meeting must be recorded in the minutes.

Section 4. The quorum for all Board or Directors meetings will be five voting members. The quorum for a general membership meeting will be the number of members present at the announced meeting, but not less than ten percent of the total membership.

Section 5. Committee ~~(members)~~ **meetings** will be held as needed with at least one meeting per year.

ARTICLE VIII

Fiscal

Section 1. The Fiscal year of the organization will be ~~(from the first day of March to the last day of February in the following)~~ **based on a calendar year.**

Section 2. The Board of Directors will be responsible for developing a yearly budget for income and expenditures of the organization. The Treasure will be responsible for the preparation of a written fiscal report at the end of each year detailing the income, expenditures, and balance of the organization's accounts **as required in ARTICLE V, Section 6..**

Section 3. Any drafts or financial transactions of the organization ~~(will)~~ **may** be signed by the Treasurer, the President, or the **Vice** President. ~~(elect in the President's absence.)~~

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Section 4. The organization will maintain a permanent capital fund to be invested to provide long-term income. Five percent of the net income of all funds raising, yearly membership dues and all other income will be deposited into this fund. The entire amount of all life memberships will be deposited into this fund. The Board of Directors may exempt specific income from this requirement by a two-thirds vote.

Section 5. In the event of the dissolution of the organization, the assets remaining after the paying of all liabilities will be distributed to similar not-for-profit organizations which will further the general purpose of the organization.

Section 6. The organization will keep in effect such insurance policies as maybe necessary to conduct the activities which are consistent with its purposes.

ARTICLE IX

Amendments and Parliamentary Procedures

Section 1. These bylaws may be amended, revised or altered by a two-thirds vote at a general membership meeting. ~~(At least ten days written) days prior to the me)~~ **There must be a notice at least ten days prior to the meeting.** ~~(notice of such meeting and its purpose must be made.)~~

Section 2. In any procedure not specifically detailed in these by-laws, Robert's Rule of Order, Revised, will be used.

ARTICLE X

Authenticity Safety and Liability

Section 1. All docent clothing/ fabric must be made of either wool, cotton or linen, silk or watered silk(taffeta) so as to correctly interpret the 1840 -1860's time period.

Section 2. All outside groups, individuals or organization participating in events at the site must sign a release and hold harmless agreement.

Approved on 8 December 1991.

Amended on 8 March 1994 to change the name of the organization from Wakely Inn Preservation, Inc. to Historic Point Basse, Inc.

RPN. 7 December 1994

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