

**BY-LAWS
OF
FOREST HISTORY ASSOCIATION OF WISCONSIN, INC.**

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 Department of Financial Institutions 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. 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

Classes of Membership, Voting Rights, Dues, Fiscal Year

SECTION 1. Classes of Membership: Two classes of membership are established: dues-payers and non-dues-payers. Within the dues-payer class, six (6) sub-classes of membership are established: individual, corporate, non-profit organization, family, student, and individual life. These types of memberships are defined as follows:

- Individual – Open to any person and will represent only that person.
- Corporate – Open to associations, corporations, partnerships or other entities representing a group or group of persons operating for profit.
- Family – Open to two or more living together and occupying the same domicile.
- Students – Open to any high school or college student attending classes regularly during the academic year.
- Non-profit – Open to organizations that do not operate for profit, or which have been accorded tax exemption by IRS.
- Life – Open to any person who elects to pay the one-time dues payment specified in Section 3.

Within the non-dues-payers class, three (3) sub-classes of membership are established: affiliate, honorary and exchange. These types of memberships are defined as follows:

- Affiliate – Such status shall be granted to organizations which have formally accepted the Forest History Association of Wisconsin (FHAW) as its affiliate, specifically the Wisconsin Historical Society.
- Honorary – Such status shall be granted to organizations and individuals who have made one or more substantial cash donations or grants to FHAW of \$500 or more.
- Exchange – Such status shall be granted to those organizations which enter into a reciprocal exchange agreement with FHAW whereby each receives the others newsletters or other publications without

cost.

SECTION 2. Voting Rights. Every Dues paying member shall be deemed a Voting member of this corporation. Each member shall be entitled to one vote on every question put to a vote at any meeting. Voting of a corporate membership shall be by the designated representative of the corporate member. Members may vote either in person or by proxy.

SECTION 3. Membership Dues. The annual payment of dues shall be according to the following rates: Dues shall be payable to the treasurer of FHAW as of July 1 of each year and before October 1, after which date the member becomes delinquent and subject to the cancellation of his membership.

SECTION 4. Fiscal Year. The fiscal year of the Corporation shall be from July 1st to June 30th annually.

ARTICLE II

Board of Directors; Meetings of Members

SECTION 1. The affairs of the Corporation shall be managed by a Board of Directors consisting of between twelve (12) and fifteen (15) directors. Directors shall be chosen as set forth in Section 2 of this article.

SECTION 2. Selection of Directors. Directors shall be elected from the membership as recommended by the Nominating Committee at the annual meeting of the Corporation. Term of office shall be 3-years with one-third of the board being up for reelection at the annual meeting in accordance with other sections of the by-laws.

SECTION 3. There shall be a category of Board member known as a "Director Emeritus" who is nominated and elected by the Board of Directors. Director emeritus shall be selected from those board members who have served on the Board of Directors with distinction and excellence. Emeritus members shall serve three (3) year renewable terms as long as they remain active in the work of the FHAW and maintain their membership in good standing. A Director Emeritus may end their term at any time.

A Director Emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve and encouraged to attend other events of the Association. A Director Emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

Eligibility: In order to be considered for designation as a Director Emeritus, a person must be a current or former member of the FHAW Board of Directors who:

- Has served the FHAW Board of Directors with distinction,
- Held an important leadership role, and made or continues to make significant contributions to the Association,
- Engaged in major volunteer or advocacy activities in his or her service on the board, and,
- Completed the terms for which he or she was elected or appointed.

Election: Annually, with the recommendation of the board nominating committee, the Executive Committee of the board will consider potential candidates and may nominate one (1) or more individuals for a board

emeritus position. The Executive Committee will present the nomination(s) along with supporting statements to the FHAW Board of Directors for its consideration. A simple majority vote of directors present, at a meeting at which a quorum is present is sufficient to approve an appointment.

SECTION 4. Meetings of Members. The annual meeting of the members for the election of directors and other business shall be held in July, August, September or October of each year, on such day, time and place as shall be designated by the Board of Directors. Special meetings of the members may be held at such time and place as the same may be called by the president or secretary and shall be called by them whenever requested so to do by at least ten (10) members, said request to state the object of said meeting. No business other than that stated in the notice or call shall be transacted at any special meeting of the members unless all members present otherwise consent. Ten (10) members, voting either in person or by proxy, shall constitute a quorum at any annual or special meetings of the members.

SECTION 5. Annual and Regular Meetings of the Board of Directors. The annual meeting of the Board of Directors for the purpose of electing officers and for the transaction of such other business as may come before the meeting shall be held each year following the annual meeting of members. Regular meetings shall be held at such time and place as may be established by resolution of the Board of Directors from time to time. Such resolution shall serve as notice for the regular meeting established thereby.

SECTION 6. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called for any purpose at any time by the president and shall be called by the president upon the request, in writing, of any four (4) directors. Notice of the time, place and purpose of all special meetings of the Board of Directors shall be given by the secretary to each director and may be given by depositing such notice at any post office or in the United States mail box in the State of Wisconsin or by telephone or telegraph, not less than two (2) days before the time appointed for such meeting; provided, however, that any director may waive notice of any meeting, either in advance or, during or subsequent to such meeting.

SECTION 7. Electronic Meetings. The President may determine that any meeting of the Members or Board of Directors shall not be held at any place but may instead be held solely by means of remote communication. Participation in a meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting. Members shall receive at least seven (7) days advance notice of the change to a remote meeting and shall be provided instructions for participation and voting for such remote meeting.

SECTION 8. Quorum. A majority of the members eligible to vote for any meeting of the Board of Directors present in person, via telephone, video or web-conferencing shall constitute a quorum, but less than a quorum meeting at any time pursuant to notice shall have power to adjourn from time to time until a quorum shall be present.

SECTION 9. Powers. The Board of Directors shall have the care and management of the property, affairs and business of this Corporation. The Board of Directors shall also have powers, in addition to all other lawfully vested in them:

To raise funds; solicit and accept contributions of money or gifts; obtain options upon and acquire by purchase, exchange, lease, gift, grant, bequest, devise or otherwise any property, real or personal, or rights or interests therein.

To sell, lease, convey, transfer or assign any property, rights, interests or privileges of the Corporation, upon such terms and conditions, and for such price as the Board of Directors sees fit.

To elect or appoint assistants to the general officers, and to employ such servants and agents upon such terms and conditions as the Board may see fit, with power to remove or suspend any of the same, or all or any of the said general officers of the Corporation by resolution, or to any committee of its members, all or any of the powers stated in this section, or any part of such powers.

To create any necessary committees and define their functions. The members of such committees need not be members of the Board of Directors, provided, however, that all committee members will be appointed by the president.

To enter into written agreements and contractual arrangements with corporations, other associations, agencies, institutions or other organizations for the purpose of achieving the state purposes of this organization.

SECTION 10. Organization of Meetings and Order of Business. The president, and in his absence the vice-president, shall preside at meetings of the Board of Directors and at all meetings of the entire membership, with the secretary to act as secretary at said meetings; but in the absence of either or any such officers, their functions may be performed by any member of the board selected by those present. The regular order of business shall be: (1) call of roll; (2) reading of minutes of previous meeting(s); (3) reports of officers and committees; (4) unfinished business; (5) new business. All meetings of this Corporation, or its Board of Directors, shall be conducted under "Roberts Rule of Order."

ARTICLE III Officers

SECTION 1. Principal Officers; Election. The principal officers of the Corporation shall be president, vice-president, secretary and treasurer. Such officers shall be elected by the board from its membership.

SECTION 2. Terms of Office. Officers shall be elected for two (2) years terms. President and Vice-president elected in even years and the Secretary and Treasurer elected in odd years. All officers shall serve until their respective successors are elected. The term of office of any officer shall be terminated by his death or resignation, and the term of any officer may be terminated by a vote of a majority of the members of the Board of Directors present at any regular or special meeting whenever in their judgment the best interests of the association will be served thereby.

SECTION 3. Filling of Vacancies. In the event of the death, resignation or termination of office by the board, the Board of Directors shall be authorized to fill any such vacancy until the next annual meeting of the membership.

SECTION 4. Principal Duties. The principal duties of the officers shall be as follows:

The president shall preside at all meetings of the Board of Directors and generally perform all duties usually incumbent upon such office. He is the chief executive officer of the Corporation, charged with its general supervision and management, subject to the control of the Board of Directors, with the execution of contracts,

deeds, leases, conveyances, and instruments generally on behalf of the Corporation. He shall countersign all documents and disbursements required to be signed by the secretary or treasurer and shall perform such other duties as may from time to time be prescribed by these By-Laws or delegated to him by the Board of Directors.

The vice-president shall perform the duties of the president in the case of the latter's absence or disability, and, in addition, such other duties as may from time to time be described by these By-Laws or delegated to him by the Board of Directors.

The secretary shall have the custody of the minute book; keep a record of all meetings of the Board of Directors; send out any required notices of meetings or the board; countersign all deeds, leases, conveyances and other documents requiring the seal of the Corporation; and perform such other duties as may from time to time be imposed upon him by these By-Laws or delegated to him by the Board of Directors.

The treasurer shall have custody of all moneys, securities and valuable papers of the Corporation; collect and disburse all funds and keep accounts thereof; make reports from time to time as required by the Board of Directors; and perform such other duties as usually devolve upon such office. He shall, in addition, perform all duties as may from time to time be imposed upon him by these By-Laws or delegated to him by the Board of Directors.

SECTION 5. The Board of Directors may appoint one or more assistant secretaries and one or more assistant treasurers to act with or for the secretary or treasurer, respectively.

SECTION 6. All officers shall serve under the supervision and direction of the Board of Directors and shall perform any and all as may be directed by such board.

SECTION 7. Accountability and Reports. The officers of the Corporation shall prepare and submit to the Board of Directors at or before its annual meeting each year a full and complete report on the affairs and accounting of the funds of the Corporation covering the preceding year.

ARTICLE IV Indemnification

SECTION 1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative other than an action by or in the right of the Corporation by reason of the fact, that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgments, fines and amount paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 2. The Corporation shall indemnify any person who was or is a party of is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought or another court of competent jurisdiction shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

SECTION 3. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 and Section 2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

SECTION 4. Any indemnification under Section 1 and Section 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in said Section 1 and Section 2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance if the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided in Section 4. Upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized by the By-Law.

SECTION 6. The indemnification provided by the By-Law shall not be deemed exclusive of any other rights to which an indemnified person may be entitled, as a matter of law, or under any agreement, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of the By-Law.

Article V

Affiliation With the Wisconsin Historical Society

SECTION 1. Authority for Affiliation.

This organization 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 Wisconsin Historical Society.

As an affiliate, this organization is an institutional member of the Wisconsin Historical Society and of the Wisconsin Council for Local History. A representative of the affiliate organization is entitled to a vote of one at all the general meetings of the Society and the Council.

This organization may terminate affiliation through restatement or amendment of its articles of incorporation and amendment to its bylaws. The Wisconsin Historical Society may terminate affiliation by formal resolution of the Board of Curators, a copy of which shall be deposited with the Department of Financial Institutions.

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 Wisconsin Historical Society for three successive years.
3. Consistent failure to hold meetings for the membership as set forth in Article II, section 4, of these bylaws.
4. Failure to maintain state non-stock corporation and federal tax-exempt status.

SECTION 2. Responsibilities.

It shall be the responsibility of this organization to submit an annual report to 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. Such a report may be filed electronically.

The Wisconsin Historical Society shall be notified in writing or by email of all changes in the articles of incorporation and the bylaws. In order to protect the interests of donors and contributors, this organization shall maintain state non-stock corporation and federal tax-exempt status.

SECTION 3. The Role of the Wisconsin Historical Society in Affiliation.

The Wisconsin Historical Society shall send notices and announcements of the meetings and activities of the state society to the president of the organization whose name appears on the current mailing list, and whenever practical such notices and announcements may be sent to the officers, directors, and staff members of this organization to the extent to which the organization provides the Wisconsin Historical Society with current mailing lists.

The organization shall receive without charge such publications and periodicals as prescribed by Wis. Stats. 44.03(5).

To the extent to which staff time and funds permit, the Wisconsin Historical Society shall extend its professional and technical services to this affiliate.

SECTION 4. The Wisconsin Council for Local History.

a. This organization shall be a member of the Northwoods Region of the Wisconsin Council for Local History, the association of the affiliates of the Wisconsin Historical Society established by the Board of Curators in 1961 through the authority of s.44.03(5) of the Wisconsin Statutes.

Article VI
Dissolution

SECTION 1. Voluntary Dissolution.

In the event this organization 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.

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 **forest history** educational purposes in accordance with s. 181.1401 and s. 44.03 of the Wisconsin Statutes and section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII
Amendments

Amendments to the By-Laws may be adopted either by the members or the Board of Directors, but no By-Law adopted by the members shall be amended or repealed by the directors. Any By-Law adopted by the Board of Directors shall be subject to amendment or repeal by the members as well as by the directors.

CERTIFICATE OF ADOPTION

It is hereby certified that the foregoing bylaws of this corporation were adopted by general membership meeting at Tomah, Wisconsin on the 6th day of October 2023 by the following vote:

Number of members having voting rights: 169
Number voting in person or by proxy: 23 In person; 0 by proxy
Number voting for 23; Number voting against 0.

John Grosman _____ President

Joe Hermolin _____ Secretary