

WAUKESHA ENGINE HISTORICAL SOCIETY, Inc.

CONSTITUTION

ARTICLE I

Name

Section 1. The name of this organization shall be "The Waukesha Engine Historical Society, Inc."

Section 2. The organization shall be a non-profit corporation incorporated in the state of Wisconsin. The corporation is organized exclusively for charitable, educational, scientific and historical purposes within the meaning of Section 501 (c) (3) of the U.S. Internal Revenue Code as a non-profit organization.

ARTICLE II

Purpose

Section 1. The Waukesha Engine Historical Society is formed to collect and preserve historical documents, photographs, artifacts, products or other material pertaining to the company known as Waukesha Motor Company, founded in 1906, and its successors, the Waukesha Engine Division of Dresser Industries, Inc., General Electric Company (GE) and any successors.

Section 2. The Society shall receive and keep a record of all items collected, and these shall remain the exclusive property of the Society as a repository for these materials, regardless of where they may be stored or exhibited.

ARTICLE III

Membership & Meetings

Section 1. This shall be an open Society with membership open to any person or entity having an interest in the history of products of the Waukesha Motor Company and any successors. There shall not be any discrimination against any person because of race, color, religion, sex, creed, age or national origin.

Section 2. Membership shall be on an annual basis, with a nominal fee to be payable annually at any time. Any membership fee paid October through December includes membership for the following calendar year.

Section 3. There shall be an annual business meeting convened once a year for the purpose of conducting the following business: the election of Officers and Directors, the presentation of the Treasurer's report and other committee reports, and such other business as necessary and appropriate.

ARTICLE IV
Board of Directors

The Board of Directors shall consist of the six Officers and four Directors elected by the membership. It shall conduct all affairs of the Society and shall have the care of all property of the Society, shall engage whatever assistance is necessary to care for said property and shall pay the current expenses of the Society, drawing upon the Treasurer, from time to time, for such sums as may be necessary for that purpose.

ARTICLE V
Officers and Duties

Section 1. Officers

The Officers shall be a President, Vice-President, Secretary, Treasurer, Historian and Webmaster. All Officers shall familiarize themselves with the Constitution and the Bylaws of this Society upon taking office.

Section 2. Terms of Office

All positions, except Historian and Webmaster, are for a term of two years starting on January 1st.

Section 3. Duties

The principal duties of the Officers shall be:

- a. The President shall preside at all meetings of the Society and the Board of Directors. The President will vote only to break a tie.
- b. The Vice-President shall perform the duties of the President in case of absence, disability or vacancy.
- c. The Secretary shall keep a true record of the proceedings of all business meetings of the Society and Board of Directors; conduct the correspondence of the Society; give notice of all meetings, regular and special; notify committees of their appointment.
- d. The Treasurer shall have charge of all monies of the Society in its bank accounts and also all its securities. The Treasurer shall keep an account of all receipts and disbursements and make a report thereof at such times as the Board of Directors may require. The Treasurer shall pay all bills keeping vouchers thereof, and at each meeting of the Board of Directors and at each annual meeting of the Society shall make a detailed report showing receipts and disbursements and setting forth the several funds of the Society. The Treasurer shall maintain a checking account at a bank in the City of Waukesha to be designated by the Board of Directors for the safe-keeping of all funds of the Society, such to be registered in the joint names of the Treasurer and of the President of the Society. The Treasurer shall be responsible for maintaining the Society's non-profit status.
- e. The Historian shall be responsible for researching, data gathering, and providing information relative to Waukesha engines and the Society's artifacts.

- f. The Webmaster shall be responsible for creating and managing the information content [words and pictures] and organization of the Website and responding to e-mail inquiries.
- g. Additional duties shall be performed by said Officers as may be prescribed by the Bylaws or, from time to time, by vote of the Society.

ARTICLE VI Committees

Section 1. Permanent Committees

- a. The Board of Directors shall have the power to create such permanent committees as shall be required to aid in the administration of a perpetual activity of the Society.
- b. The Board shall define the duties and responsibilities of each committee and may require the chairman of each committee to keep records and to report at meetings of the Board or of the membership.
- c. The members and chairmen of such committees shall be appointed by the President and ratified by the Board of Directors.

Section 2. Special Committees

- a. Such other committees as may be required for the administration of special activities of the Society may be created by the Board as they are needed.
- b. The Board shall define the duties and responsibilities of each committee and may require the chairman of each committee to keep records and to report at meetings of the Board or of the membership.
- c. Special committees shall be terminated by the Board upon attainment of the objectives for which they were appointed unless the Board shall determine that such special committees shall become permanent committees or as subcommittees of permanent committees.

ARTICLE VII Election of Officers and Directors

Officers, except Historian and Webmaster, shall be elected by a majority vote of the members of the Society present and voting at the annual meeting to serve for a term of two years, and Directors shall be elected at such meeting to serve for a term of two years, with this exception, that the first election following the adoption of these Bylaws two of the four Directors shall be elected to serve for a term of one year only.

The Historian and Webmaster shall be appointed by the President and ratified by the majority vote of the Board of Directors.

At the Board of Directors meeting, preceding the annual meeting, a nominating committee of at least two shall be appointed by the President. It shall be the duty of this committee to prepare ballots for voting and to present name(s) of each Directorship and each office to be filled. The

list of candidates shall be read at the annual meeting. Nominations may also be made from the floor.

Any vacancy on the Board of Directors or involving an elective office shall be filled by election by the Board and the replacement shall hold office until completing the two year term.

ARTICLE VIII Meetings

Section 1. Membership Meetings

- a. Regular meetings of the Society shall be held not less than quarterly.
- b. Special meetings of the Society may be called by the President, or upon the request of ten members in good standing, or upon the request of a majority of the Board of Directors.
- c. Ten members present and eligible to vote shall constitute a quorum at any regular or special meeting.
- d. The annual meeting shall be held in October of each year at a time and place to be determined by the Board of Directors.

Section 2. Board Meetings

- a. The Board of Directors may meet monthly but not less often than once in three months. Special meetings may be called by the President or by any three members of the Board.
- b. A majority of the members of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board.

ARTICLE IX Affiliation with the State Historical Society

Section 1. Affiliation

- a. As an affiliate of the State Historical Society, this corporation 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 section 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. The President or remaining senior Officer shall notify the state society if this organization shall become inactive, and the state society shall assist in attempts to reactivate the Society before taking action to declare the Society defunct and consideration of termination of affiliation by reason of failure to submit annual reports for three consecutive years to the state society or for failure to hold annual elections during three consecutive years.

Section 2. Wisconsin Council for Local History

- a. This Society shall be a member of the Southeast Region of the Wisconsin Council for Local History, established in accordance with Section 44.03 (5) of the Wisconsin Statutes by the Board of Curators of the state Historical Society meeting at Madison, Wisconsin on October 20, 1961.
- b. The President or other duly delegated member shall represent this Society as Regional Representative on the Advisory Committee of the Wisconsin Council for Local History under the system of bi-annual rotation of representatives among affiliated regional societies according to the Principles of Administration of the Council.

ARTICLE X Funds of Society

Section 1. Endowment Funds

The principle amount of an endowment fund shall be maintained and preserved intact. The income therefrom may be used for any purpose by the Society.

Section 2. Special Funds

- a. Special funds for specific purposes may be created from time to time in accordance with the wishes of the donor or the Society.
- b. Bequests and memorials left to the Society will be put into the General Fund unless otherwise designated.

Section 3. General Fund

This shall consist of all funds of the Society not included in sections 1 and 2 of this Article. It is subject to no limitations or restrictions as to its expenditure or use.

Section 4. Treasurer's Record of Funds

All the classes of funds named in this Article shall be carried under their proper designation in the books of the Treasurer and shall be set forth in detail in the annual report.

ARTICLE XI Proceedings

The provisions of Chapters 44 and 181 of the Wisconsin statutes and Roberts Rule of Order shall govern the proceedings of the Society not herein provided for.

ARTICLE XII
Constitution Amendments

The Constitution may be amended by a two-thirds vote of members voting at any regular or special meeting, provided the proposed amendment is submitted in writing to the membership by mail [this includes electronic mail] at least thirty days prior to such meeting.

Members who wish to vote, but will not be in attendance at the meeting, may advise the Secretary of their vote in writing [this includes electronic mail] prior to the meeting.

Amendments may be proposed by any WEHS member and are to be submitted in writing [this includes electronic mail] to a member of the Board of Directors.

The submittal of the proposed amendment to the membership may include comments and a recommendation for or against from the Board of Directors.

A copy of the amended Constitution must be forwarded to the State Historical Society no later than ninety days following a vote of approval.

ARTICLE XIII
Bylaw Amendments

The Bylaws may be amended by a two-thirds vote of members voting at any regular or special meeting, provided the proposed amendment is submitted in writing to the membership by mail [including electronic mail] at least thirty days prior to such meeting.

Members who wish to vote, but will not be in attendance at the meeting, may advise the Secretary of their vote in writing [including electronic mail] prior to the meeting.

Amendments may be proposed by any WEHS member and are to be submitted in writing [this includes electronic mail] to a member of the Board of Directors.

The submittal of the proposed amendment. to the membership may include comments and a recommendation for or against from the Board of Directors.

ARTICLES XIV
Indemnities and Liabilities

Section 1. Indemnity

- a. Each person, now or hereafter a Director, Officer or employee of the Society shall be indemnified by the Society against all costs and expenses including counsel fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by or imposed upon him or her in connection with or resulting from any threatened, pending or completed action, suit or proceeding or the settlement thereof prior to final adjudication (including actions by or in the right of the Society) to which he or she is or may be made

a party by reason of his or her being or having been a Director, Officer or employee of the Society (whether or not a Director, Officer or employee at the time such costs or expenses are incurred by or imposed upon him or her) if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The question of whether and to what extent such indemnification is appropriate to be made in any particular case, under the above provision, shall be determined by final adjudication in such action, suit or proceeding or, in the absence of such adjudication, by vote of a majority of the Directors then in office who are not parties to the action, or any related action, suit or proceeding, whether or not such majority constitutes a quorum. If all Directors then in office are parties to the action, or a related action, suit or proceeding, this determination shall be made in a written opinion by independent legal counsel selected by the board. The right of indemnification herein provided shall not exclude other rights to which any such person may be entitled by law.

Section 2. Good Faith

No person shall be liable to the Society for any loss or damage suffered by the Society on account of any action taken or omitted to be taken by him or her as a Director or Officer of the Society in good faith.

ARTICLE XV Dissolution

Section 1. Voluntary Dissolution

- a. In the event this organization shall voluntarily dissolve, notice of intent to dissolve shall be sent to the state Historical Society.
- 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 and Waukesha County;
 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 s181.51 and s44.03 of the Wisconsin Statutes, and Section 501 (c) (3) of the Internal Revenue Code.
 4. Complete the appropriate legal forms certifying to the results of the vote on dissolution and compliance with the above procedures for dissolution and distribution

of assets, submitting the same to the state Historical Society, and then file the documents with the Secretary of State.

- c. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund foundation or organization which is organized and operated exclusively for the purposes specified in section 501(c) (3) of the Internal Revenue Code

Section 2. Involuntary Dissolution

- a. In the event the organization 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 State Historical Society in accordance with the provisions of s44.03 (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 Corporation and Bylaws of the organization or in the agreements of donors shall be vested 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 Bylaws, with the first offer being made to whatever county or local governmental unit that may have aided the organization financially.