

BYLAWS
OF
WISCONSIN FEDERATION OF MUSEUMS, LTD.

Revised and Adopted
September 14, 2016

Previous Revisions:
May 6, 1998

ARTICLE I. NAME AND PLACE OF BUSINESS

Section 1.1 Name

The name of this corporation is Wisconsin Federation of Museums, Ltd, hereinafter referred to as WFM.

Section 1.2 Principal and Registered Offices

WFM shall have and continually maintain a principal office within the State of Wisconsin at a location designated by the Board of Directors. WFM may from time to time have other offices within or outside the State of Wisconsin as determined by the Board of Directors.

The registered office of the corporation, as required by the Wisconsin Nonstock Corporation Law, may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors. The business office of the registered agent of the corporation shall be identical to such registered office.

ARTICLE II. PURPOSE AND DEFINITION

Section 2.1 Purpose

The purpose of WFM shall be to promote the general welfare of museums in the State of Wisconsin and the Wisconsin museum profession; to increase and disseminate knowledge pertinent to the profession; to encourage cooperation among Wisconsin museums; to receive, invest, and disburse funds; and to hold property for the purpose of the corporation.

Section 2.2 Organization

WFM is organized and shall be operated for any and all lawful purposes authorized by Chapter 181 of the Wisconsin Statutes. However, said purpose shall be exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In fulfillment of such purposes, the corporation may exercise any and all powers not incompatible with such purposes granted to a corporation under the Wisconsin Nonstock Corporation Law. The organization shall be organized and operated as a tax-exempt entity under federal and Wisconsin income, gift, and estate tax laws.

Section 2.3 Definition of Museum

For the purposes of this corporation, a museum is defined as an organized and permanent non-profit institution, essentially educational or aesthetic in purpose, with professional paid or unpaid staff, which owns and utilizes tangible objects, cares for them, and exhibits them to the public on some regular schedule. This may include arboretums, archives, aquariums, botanical gardens, historic sites, museums, nature centers, planetariums, science-technology centers, zoos or other such institutions not necessarily utilizing and exhibiting tangible objects, but defined in the professional accreditation guidelines of the American Alliance of Museum for such institutions essentially educational in nature.

ARTICLE III. MEMBERS OF THE CORPORATION

Section 3.1 Membership

The corporation shall have no members who have any right to vote or title or interest in or to the corporation. The Corporation's properties and franchises shall be managed solely its Board of Directors.

Section 3.2 Non-Voting Affiliates

Section 3.2.1 Designation of Affiliation

The WFM Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations as established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or on the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.2.2 Affiliate Dues

Any dues for affiliates shall be determined (and changed as necessary) by the WFM Board of Directors

Section 3.2.3 Revocation of Affiliate Status

The WFM Board of Directors may revoke affiliate status due to unethical or unprofessional conduct by a two-thirds majority vote of Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 Directors

Section 4.1.1 General Powers

The government, business, property, direction and activities of the corporation shall be vested in a Board of Directors. Members of the Board shall serve without compensation but may be reimbursed for actual expenses incurred in the performance of their duties.

Section 4.1.2 Composition & Number

The Board of Directors of WFM shall consist of four officers, including President, Vice President, Secretary, and Treasurer, and no more than (eight) 8 Directors-At-Large.

The total number of Directors, including officers, shall be not more than twelve (12) or less than nine (9). Director terms are three (3) years. No Director may serve more than six (6) consecutive years, except if a Director is filling an unexpired term of another Director.

Section 4.2 Principal Officers

Section 4.2.1 Composition & Numbers

The principal officers of WFM shall be a President, Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Officer terms are two years, except in the instance of filling an unexpired term of another officer. The officers are included in the maximum twelve (12) members of the Board of Directors.

Section 4.2.2 Duties

President

The President shall be the principal executive officer of WFM and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the corporation, including presiding over all meetings of the Board of Directors. The president shall also from time to time report to the Board all matters within their knowledge that the corporation's interest may require to be brought to the Board's notice, and, whenever practicable, be consulted on all matters of general policy.

The President shall have authority to sign, execute, and acknowledge, on behalf of the corporation, contracts or other instruments necessary or proper to be executed in the course of the corporation's regular business or which shall be authorized by resolution of the Board of Directors, and, except as otherwise provided by law or the Board of Directors, may authorize any other officer or agent of the corporation to sign, execute, and acknowledge such documents or instruments in his/her place and stead.

The President shall, in general, perform all duties incident to the office of President, including maintaining cooperation and communication with appropriate peer organizations and museums as deemed appropriate or designate representation as desired.

The President shall perform such other duties and have such authority as from time to time may be delegated or assigned to him/her by the Board of Directors.

Vice President

In the absence of the President, or in the event of his/her death, resignation, removal, disqualification, inability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all the restrictions upon the President. The execution of any instrument of the corporation by the Vice President shall be conclusive evidence, as to third parties, of his/her authority to act in the stead of the President.

It is presumed, though not explicitly required, that the Vice President shall eventually ascend to the role of President of WFM.

The Vice President shall perform such other duties and have such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

Secretary

The Secretary shall: a) keep the minutes of the meetings of the Board of Directors; b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; c) be custodian of, or ensure appropriate deposit of at a repository designated by the Board of Directors, the corporate records; d) keep or arrange for the keeping of a register of the contact information and terms of each member of WFM's Board of Directors, which shall be furnished

to the Secretary by such members; e) sign, as Secretary, documents and instruments authorized by the Board of Directors; and (f) in general, perform all duties incident to the office of Secretary.

The Secretary shall perform such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

Treasurer

The Treasurer shall: a) have charge and custody of and be responsible for all funds and securities of the corporation; b) receive and give receipts, or authorize any other officer or agent of the corporation to, for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be determined by the Board of Directors; c) in general, perform all of the duties incident to the office of Treasurer; and d) if required by the Board of Directors, give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

The Treasurer shall perform such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

Section 4.3 Ex Officio Directors

The Board of Directors may designate ex-officio Directors by an affirmative vote of a majority of the members of the Board of Directors of WFM entitled to vote. Ex officio Directors must be voted on annually as part of the election process set forth in the Bylaws of WFM. Ex officio Directors do not have voting rights, may not hold office, do not count toward the total number (9 to 12) of Directors of the Board, and serve only in an advisory capacity to the Board of Directors of WFM.

While Ex Officio Directors may attend regular board meetings and activities, they may not attend a closed or executive session of the Board. They may also, from time to time, be excluded from discussion leading up to a vote by the Board of Directors. Ex Officio officers are expected to maintain a minimum association of Individual Affiliate of WFM.

Section 4.4 Eligibility & Nominations

Nominations for the Board of Directors may come from any Director of the currently elected Board of Directors via an open nomination. Nominations will be received in the following order: Director-At-Large, Treasurer, Secretary, Vice President, President, Ex Officio Director. Eligible candidates for upcoming vacant positions shall be identified no less than thirty (30) days prior to the annual meeting of the Board of Directors.

Section 4.5 Elections and Terms of Office

Directors and officers shall be elected by majority vote of standing members of the Board of Directors present at the first Board of Directors meeting of the fiscal year. Elections shall be conducted in the following order: Director, Treasurer, Secretary, Vice President, President, Ex Officio Director.

No Officer shall serve more than two (2) consecutive two (2) year terms in the same office, except if that officer is fulfilling an unexpired term of another officer. An officer may serve in a

different principal position following four (4) years of service as an officer. The ineligibility period may be waived for good cause by a two thirds (2/3) vote of the Directors.

No Director shall serve more than two (2) consecutive three (3) year terms, except if a Director is filling an unexpired term of another Director. After a two (2) year absence from the Board of Directors, a Director may be re-elected to the Board of Directors in accordance with the provisions of the Bylaws. The ineligibility period may be waived for good cause by a two thirds (2/3) vote of the Directors.

Officers and Directors shall take office at the close of the meeting at which they are elected. Upon taking office, it is expected that members of the Board of Directors maintain a minimum association of Individual Affiliate of WFM.

Section 4.6 Removal From and Resignation

A Director or officer may be removed from office with or without cause by affirmative vote of a majority of the members of the Board of Directors of WFM entitled to vote for the election of such. Such vote may not be taken unless notice has been given in an agenda communicated in writing, including via email, at least seven (7) days prior to a meeting of the Board of Directors.

A Director or officer may resign at any time by filing his/her written resignation with the President of the Board of Directors. The President may resign at any time by filing his/her written resignation with the Secretary of the Board of Directors.

Section 4.7 Vacancies

Any vacancy occurring in the Board of Directors, not including those occurring through expiration of term, may be filled for the remainder of the vacated term by a majority vote of the Board of Directors of WFM then in office.

Section 4.8 Other Assistants & Acting Officers

The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant, acting officer, or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which they are so appointed, except as such power may be otherwise defined or restricted by the Board of Directors.

The Board of Directors shall have authority, subject to such rules as may be prescribed by these Bylaws, to appoint via a simple majority vote of the Directors such agents and employees of the corporation as they shall deem necessary, to prescribe their powers, duties, and compensation and to delegate authority to them. Such agents and employees shall report to the President.

ARTICLE V. MEETINGS

Section 5.1 Regular Meetings

Regular meetings of the Board of Directors will be held at such time and place, from time to time, as determined by the Board of Directors. Regular meetings shall occur no fewer than four (4) times per year. At minimum, two of these meetings shall be in-person meetings, while the

remainder may be conducted by conference call or real time electronic communication (including but not limited to audio and/or video conferencing, telephone, and/or computer network transmissions).

Notice of regular meetings shall be given no less than seven (7) days prior, including agenda.

Section 5.2 Annual Meeting

The Board of Directors of WFM shall hold one annual meeting of Directors, designated as the first regular meeting of the Fiscal Year and at such time and place as may be designated by the Board of Directors, for the purpose of electing Directors and officers and for the transaction of such other business as may come before the meeting. If the election of Directors and officers shall not be held on the day herein designated for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting to be scheduled as soon thereafter as may be convenient.

Section 5.3 Special Meetings

A special meeting of the Board of Directors may be called by or at the request of the President, Secretary, or any two (2) Directors. The President or Secretary calling any special meeting of the Board of Directors must designate the time and place of the special meeting or designate such meeting as remote access.

Notice of any special meeting to be held in person shall be given at least seven (7) days in advance by written notice delivered personally or mailed, by facsimile transmission, by telephone, or by computer network transmission (such as, but not limited to, email) to each Director at his/her business address or at such other address and/or contact as such Director shall have designated in writing filed with the Secretary.

Notice of any special meeting to be held via remote access shall be given at least seventy-two (72) hours in advance by written notice delivered personally or mailed, by facsimile transmission, by telephone, or by computer network transmission (such as, but not limited to, email) to each Director at his/her business address or at such other address and/or contact as such Director shall have designated in writing filed with the Secretary.

If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed, with postage prepaid thereon. If notice is given by facsimile transmission, telephone, or computer network transmission, such notice shall be deemed delivered when the telegram is delivered to the telegraph company or when the telephone call, facsimile transmission, or computer network transmission is received.

Section 5.4 Waiver of Notice of Meeting

Whenever any notice whatsoever is required to be given to any Director under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing signed at any time, whether before or after the time of meeting, by the Director entitled to such notice shall be deemed equivalent to the giving of such notice.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at,

nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5.5 Quorum

A majority of the number of elected Directors as required by these Bylaws, along with the presence of at least one officer, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Withdrawal of Directors from any meeting shall not cause the failure of a duly constituted quorum at that meeting.

Though less than a quorum of the Directors are present at a meeting of the Board of Directors, a meeting may be held and adjourned by a majority of the elected Directors present, though no votes may be taken in such situation.

Section 5.6 Conduct of Meetings

The President, and in their absence, the Vice President, or in the absence of both, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as chairperson of the meeting. The Secretary shall act as secretary of all meetings of the Board of Directors, but, in the Secretary's absence, the Board of Directors may appoint any other person to act as secretary of the meeting. All questions of parliamentary procedure shall be decided according to Robert's Rules of Order.

5.7 Manner of Acting & Voting

If a quorum is present, the affirmative vote of the majority of the Directors present at the meeting shall be the act of the Board of Directors, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Each Director shall be entitled to one vote upon each matter submitted to a vote of the Board of Directors. Votes may be oral or written, including, but not limited to in-person, audio/ video connection, or computer network transmission.

Section 5.8 Presumption of Assent

A Director who is present at a meeting of the Board of Directors or a committee of which he/she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as secretary. Notice of dissent shall be entered before the adjournment of said meeting or forwarded by registered mail or computer network transmission, such as, but not limited to, email, immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 5.9 Unanimous Consent Without Meeting

Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, regardless of method, setting forth the action so taken, shall be signed by all of the Directors then in office.

ARTICLE VI. COMMITTEES

The Board of Directors may appoint any committees it deems necessary to properly carry on the business of the corporation and shall fix the number, terms of office, and duties of its respective members. These committees are to be used to study certain facets of the total operation of the corporation and make recommendations to the Board of Directors for action. The Board of Directors shall appoint as members of such committees any persons felt best qualified by the Board of Directors to serve on the specified committee. The Board of Directors shall designate one of the members of each such committee as its chairperson for such period of time as shall be established and revised, from time to time, by the Board of Directors. Such committees shall provide updates at each regular meeting of the Board of Directors as to the progress and findings of the committee. Any such committee may be discharged at any time by the Board of Directors, either from operation or from further consideration of any matter previously submitted to it for study.

ARTICLE VII. FIDUCIARY CONSIDERATIONS

Section 7.1 Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December.

Section 7.2 Gifts, Contributions, et cetera

Financial support of the corporation shall be derived from affiliate payments, gifts, contributions, grants, bequests, or devises.

Section 7.3 Special Funds

If deemed necessary or advisable by the Board of Directors, special funds may be raised.

Section 7.4 Disbursements

All disbursements shall be made by check, order of payment, or receipted cash.

ARTICLE VIII. RESTRICTIONS ON OPERATION

Section 8.1 Distribution of Net Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its Directors, officers, or other private individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III of its Articles of Incorporation.

Section 8.2 Political Campaigning

No substantial part of the activities of the corporation shall consist of direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office or carrying on propaganda or otherwise attempting to influence legislation.

Section 8.3 Exempt Status

Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the

corresponding provisions of any further United States Internal Revenue Code), or (b) by corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any further United States Internal Revenue Code).

ARTICLE IX. MISCELLANEOUS

Section 9.1 Seal

The Board of Directors shall not provide a corporate seal.

Section 9.2 Nondiscrimination

The corporation shall not discriminate on the basis of race, color, gender, sexual identity, age, ability, sexual orientation, national, or ethnic origin in administration of its purpose.

ARTICLE X. DISSOLUTION

In the event of voluntary or involuntary dissolution or liquidation of the corporation, any remaining assets of the corporation shall be distributed to, or for the benefit of, such organization or organizations designated by the Board of Directors as are then qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any further United States Internal Revenue Code).

ARTICLE XI. AMENDMENTS

Section 11.1 By Directors

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the members of the Board of Directors of the corporation by an affirmative vote of a majority of the members of the Board of Directors of the corporation in good standing present in person or represented by proxy at any meeting at which a quorum is in attendance.

Section 11.2 Implied Amendments

Any action taken or authorized by the Board of Directors which would be inconsistent with the Bylaws then in effect but is taken or authorized by an affirmative vote of not less than the number of Directors required to alter, amend, or repeal the Bylaws so that the Bylaws would be consistent with such action shall be given the same effect as though the Bylaws had been temporarily altered, amended, repealed, or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

ARTICLE XII: EFFECT OF THESE BYLAWS

These Bylaws supersede and replace all previously adopted Bylaws.