

BYLAWS

GREEN BAY & WESTERN HISTORICAL SOCIETY, INC.

Adopted February 7, 2013, last revised January 12, 2021

ARTICLE I

NAME

1.1 The name of the corporation is Green Bay & Western Historical Society, Inc. (referred to herein as the GBWHS or the Society).

ARTICLE II

PURPOSES

2.1 The purpose of the organization is to preserve the history of the Green Bay & Western Railroad, its subsidiary and connecting lines, and their predecessors and successors. Such preservation will be accomplished by preserving historical documents, recorded historical stories, photographs, equipment, artifacts and models.

2.2 Such preserved information and property will be made available for education purposes to the public and our members through publications and other means.

ARTICLE III

MEMBERS

3.1 There shall be six classes of members in the GBWHS, which shall be called Regular Member, Sustaining Member, GBW Employee Member, Honorary Member, Family Member, and Organizational Member.

Revised 10/29/2014

3.2 The requirements for attaining the status of Regular Member shall be determined by the Board of Directors (referred to herein as the Board) by resolution. A Regular Member must be a natural person, not an organization.

3.3 Members who wish to offer additional support in helping the GBWHS achieve its goals, including an improved magazine and future preservation projects, may become Sustaining Members by paying increased dues as specified by resolution by the Board. A list of Sustaining Members will be published in each issue of the magazine to recognize them for their support. A Sustaining Member, at their discretion, may have their name removed from publication by notifying the Editor. In addition, the Board of Directors may, by resolution, establish additional privileges and benefits of Sustaining Membership. A Sustaining Member must be a natural person, not an organization.

Added 10/29/2014

3.4 Former Green Bay and Western Railroad employees are eligible for GBW Employee Membership in recognition of their service to the GBW and for their friendship and support of the Society. These members are our living link to the GBW, and they enrich the Society with their experience and memories. GBW Employee Members shall pay reduced dues as specified by resolution by the Board. Any new member applying as a GBW employee must be verified by a known GBW employee if they are not already known by at least one Director. A GBW Employee Member must be a natural person, not an organization.

Added 10/29/2014

3.5 Persons who have provided substantial financial support or other substantial resources to the Society, or who have publicly supported the Society by endorsement or otherwise, are eligible for honorary membership. The Board, by a majority vote, shall admit eligible persons to honorary membership; such persons shall be named Honorary Members. An Honorary Member must be a natural person, not an organization.

3.6 Families (family consisting of one Regular Member and additional persons who wish to participate in Society events, including spouses and children) who are actively engaged in the work of the Society, all of whom reside at the same address, and who express strong support for the purposes of the Society, are eligible to become Family Members.

3.7 Established corporations and other organizations, both for-profit and not-for-profit, which wish to enjoy the benefits of Society membership and help the Society attain its goals, are eligible to become Organizational Members. At the member Organization's discretion, it may designate a contact person, but the membership is conferred upon the Organization, not the contact person.

3.8 The Board shall have the power to create by resolution additional classes of membership which in the Board's considered opinions are necessary for the health and vitality of the GBWHS.

Added 10/29/2014

3.9 The Board shall set the amount of dues to be collected for each membership class and for any additional classes of membership the Board may create. There shall be no dues for Honorary members. All other members shall pay annual membership dues in such amounts and payable at such times as the Board may by resolution direct.

3.10 All members in good standing shall have the right to vote in the affairs of the GBWHS and shall receive, as part of their membership in the GBWHS, all regular publications of the GBWHS published during the period for which their membership dues have been paid. Family Memberships and Organizational Memberships shall be entitled to one vote and one copy of each publication per membership.

3.11 A member in default in the payment of the annual membership dues by 90 days or more shall have his membership terminated. A member may be reinstated by paying the current membership dues for his class of membership.

3.12 The Board of Directors, by majority vote, shall have the authority to prohibit any person, family or organization from becoming a member of the GBWHS when, in the considered opinion of the Board, the membership of such person, family or organization would be detrimental to the Society's activities, goals or reputation.

3.13 A member may be expelled from the GBWHS and his membership terminated for acts detrimental to the GBWHS, including, but not limited to: (1) acts contrary to the purposes of the GBWHS as stated in Article II; (2) acts which cause damage to the reputation of the GBWHS; (3) publishing material that

defames the GBWHS or presents the GBWHS in false light; (4) publishing any material that contains any political commentary of any kind or nature in GBWHS publications; (5) disruptive conduct at any GBWHS-sponsored meeting or function; (6) acts which cause harm to the GBWHS; and (7) any conduct involving fraud, theft, embezzlement, other dishonesty or moral turpitude.

3.14 The President may request that the Board investigate charges or complaints against any member. The Board may designate a special committee to conduct an investigation and report their findings to the Board. After consideration and due deliberation such committee by a majority vote may recommend to the Board that such member be expelled from the GBWHS.

3.15 If the special committee formed under section 3.14 of this Article recommends expulsion, the President shall provide written notice to such member listing the charges and specifications of the complaint. The written notice shall inform such member that he has the right to a hearing before the Board to contest the expulsion recommendation. If such member fails or refuses to request a hearing before the Board within the time specified in the written notice, the President may request an immediate vote for expulsion by the Board. If such expulsion recommendation is approved, the President shall provide written notice of expulsion to such member.

3.16 If such member requests a hearing before the Board, the hearing may be conducted at the next regularly scheduled Board meeting or the Board may schedule a special meeting for such purpose. At the hearing the special committee shall present its evidence and may call witnesses, and such member shall have the right to present evidence and call witnesses on his behalf. The Board after diligent examination of the evidence and testimony of witnesses may by majority vote retain such member in good standing or expel such member.

3.17 If the member against whom there have been charges or complaints as stated in Section 3.14 is the President, then the Vice President shall perform all the tasks and functions stated in Sections 3.14 through 3.16.

ARTICLE IV

DEFINITIONS

4.1 Board. When used in these Bylaws, "Board" means the Board of Directors of the GBWHS, unless the context requires otherwise.

4.2 Director. When used in these Bylaws, "Director" means a member of the Board of Directors of the GBWHS, unless the context requires otherwise.

4.3 When used in these Bylaws, "Applicable Law" means the laws and regulations of the United States of America, including all of its states and territories, which affect the operations or governance of the GBWHS.

4.4 Whenever masculine pronouns are used in these Bylaws, such pronouns shall be deemed to be gender neutral and shall apply equally to all members of the Society without regard to the sex of the member.

ARTICLE V

BOARD OF DIRECTORS

5.1 The governing body of the GBWHS shall be a Board of Directors (“the Board”) consisting of a number of Directors-at-Large and one Director-Editor. The number of Directors which shall constitute the whole Board shall be no fewer than five nor more than nine natural persons. The Board may by resolution increase the number of Directors, but a valid Board shall be composed of at least five Directors. If after the election of Directors at the annual member meeting the number of Directors is fewer than nine, the unfilled position(s) shall be deemed vacancies, and the Board may subsequently fill such positions by a majority vote of the Board prior to the next annual meeting, as further described in Section 5.4 below. The four principal officers of the GBWHS, which are the President, Vice President, Secretary and Treasurer, shall also be Directors of the Society. Except as hereinafter provided in the event of vacancies, Directors shall be elected by the members, and each Director shall be elected to serve until the next annual meeting of the members and until his successor is elected by the members, in accordance with Section 5.2. A Director shall be a Regular Member, Sustaining Member, GBW Employee Member, or Honorary Member of the Society, or such other class of member that the Board may specify by resolution.

Revised 01/12/2021

5.2 Directors-at-Large shall serve staggered terms of three years respectively, with each staggered year called a Class. The designated beginning year for Class 1 shall be 2013 and shall include no more than three Directors; the future election years for members of Class 1 shall be 2016 and every third year thereafter. The designated beginning year for Class 2 shall be 2013, shall be for a two-year term and shall include no more than three Directors; the future election years for members of Class 2 shall be 2015 and every third year thereafter. The designated beginning year for Class 3 shall be 2013, shall be for a one-year term and shall include no more than three Directors; the future election years for members of Class 3 shall be 2014 and every third year thereafter.

Revised 01/12/2021

5.3 A Director-at-Large shall not serve for more than nine (9) consecutive years not to exceed three (3) consecutive terms of office. A former Director shall become eligible for election to the Board as a new Director so long as no fewer than three years have elapsed since such Director served for a previous term.

Revised 01/12/2021

5.4 The Editor-Director shall be selected by a majority vote of the Board at the first meeting of each newly-elected Board. He shall serve as editor of the Society's magazine and shall also be a member of the Board of Directors with rights and responsibilities equal to the Directors-at-Large. There is no consecutive term limit for the Editor-Director.

Added 01/12/2021

5.5 Vacancies in the Board shall be filled by a majority vote of the remaining members of the Board, and each Director-at-Large so elected shall serve as a Director until either he is elected or his successor is elected by the members at the next annual meeting.

5.6 The business and affairs of the Society shall be managed by the Board, which may exercise all such powers of the Society and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised and done by the members. Directors who are found to have been engaged in conduct specified in Section 3.13 may be removed by a majority vote of the remaining Directors, and their membership may be terminated in accordance with Sections 3.13 through 3.17. Members who have been found to have been engaged in conduct specified in Section 3.13 may be prohibited from becoming a Director by a majority vote of the Directors.

5.7 Directors-At-Large shall be chosen by an election by the membership. The election of Directors shall occur at the annual meeting. The President/Chairman of the Board shall appoint an Election Committee to conduct the annual election of Directors. At least one of the members of the Election Committee shall also be a Director of the Society. The Election Committee shall seek out candidates for the Board, shall prepare ballots listing the proposed candidates and allowing lines for write-in candidates and shall distribute such ballots to the membership eligible to vote in the election. All candidates listed on the ballot must include a one-paragraph written statement describing their background and experience, the reasons for their interest in becoming Directors, and their aims and goals for the Society should they be elected Directors. The ballots shall be provided to the membership at least thirty (30) days prior to the election, and they must be received by the Society at least two days prior to the election, if they are mailed in. Members attending the annual meeting may turn in their ballots prior to the counting of the votes. Members may also authorize the Secretary to vote on their behalf by using a proxy.

Revised 01/12/2021

MEETINGS OF THE BOARD

5.8 The meetings of the Board may be held at such place within the United States of America as a majority of the Directors may from time-to-time appoint or as may be designated in the notice calling the meeting.

5.9 The first meeting of each newly-elected Board shall be held at the same location and immediately after the meeting at which such Directors were elected, and no notice need be given to the newly-elected Directors in order legally to constitute the meeting.

5.10 Regular meetings of the Board may be held at such time and place as shall be determined from time-to-time, by resolution of at least a majority of the Board at a duly- convened meeting, or by unanimous written consent. Written notice of each regular meeting of the Board shall specify the date, place and hour of the meeting and shall be given to each Director at least 24 hours prior to the scheduled starting time of the meeting. The President shall be the Chairman of the Board, and the Vice President shall be the Vice Chairman of the Board. The President shall conduct all meetings of the Board in which he is in attendance, and in his absence, the Vice President shall conduct the Board meetings. The Secretary of the Society shall be the Secretary of the Board.

5.11 Special meetings of the Board may be called by the President on 24 hours notice to each Director, personally, by U.S. Mail, by overnight delivery, or electronically, such as by FAX or e-mail. Special meetings shall be called by the President or Secretary in like manner on like notice upon the written request of at least two Directors. Notice of each special meeting of the Board shall specify the date, place and hour of the meeting. The Notice need not state the general nature of the business to be conducted at such special meeting.

5.12 At all meetings of the Board a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors in office shall be the acts of the Board, except as may be otherwise specifically provided by statute or by the Articles of incorporation or by these Bylaws.

PARTICIPATION IN BOARD MEETINGS BY TELEPHONE

5.13 One or more Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or similar communications equipment by means of which all Directors participating in the meeting can hear one another and all Directors participating in such conference call shall be deemed present at such meeting.

COMMITTEES OF DIRECTORS

5.14 The Board may, by resolution adopted by a majority of the whole Board, designate one or more committees, each committee to consist of one or more Directors of the Society. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified Director at any meeting of such committee. Such committees may be established from time-to-time to accomplish specific goals or perform specific tasks or activities as directed by resolution of the whole Board. Any such committee shall make recommendations to the Board of actions it recommends be taken; a vote of the whole Board is required to authorize and implement such recommendations.

COMPENSATION OF DIRECTORS

5.15 The Directors of the Society shall receive no financial compensation for their services as members of the Board. The Board shall authorize reimbursement to Directors for expenses actually incurred in furtherance of the Society's business, provided such expenses either are approved in advance for specific items or are incurred as part of the activities reasonably associated with the Director's area of responsibility within the Society.

ARTICLE VI

OFFICERS

6.1 The officers of the Society shall be natural persons chosen by the Directors. The officers shall be a President, a Vice President, a Secretary and a Treasurer. No person shall hold more than one office during his term.

6.2 The Board, immediately after each annual business meeting of the members, shall elect all officers for the following year. All of the officers named in Section 6.1 must also be Directors of the Society.

6.3 The Board may appoint such other officers as the needs of the Society may require. Such officers shall hold their offices for the same term as the named officers in Section 6.1. Examples of such officer positions may include Publisher, Manager of Marketing and Sales, Membership Coordinator and manager of Public Relations; these suggested titles are merely for example and neither require appointment thereof nor limit the number and title of the other officer positions as may be deemed necessary by the Board. Such other officers may be, but are not required to be, Directors.

6.4 At the time of adoption of these Bylaws, the Officers of the Society shall receive no compensation for their services to the Society. The Board shall re-examine this Section from time-to-time, and the Board may by majority vote at a future time authorize compensation to those officers it deems appropriate in the Board's sole discretion.

6.5 The specified responsibilities stated in the following Sections for the officers named in Section 6.1 may be delegated by each such officer to persons of their choosing; ultimate responsibility for execution of such responsibilities shall remain with each such officer.

6.6 The officers of the Society shall hold office until either they are re-appointed or their successors are chosen at the Board meeting conducted immediately after the close of the annual member meeting. Any non-Director officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Society will be served thereby. An officer who is also a Director may be removed in accordance with Section 5.5.

THE PRESIDENT

6.7 The President shall be chosen from among the Directors by the Directors and shall be the Chief Executive Officer of the Society. He shall preside as Chairman of the Board at all Board meetings and as President at all meetings of the members. He shall have general and active management of the business of the Society and shall see that all orders and resolutions of the Board are carried into effect. He shall serve as a member ex-officio of every committee of the Society.

6.8 The President shall execute contracts requiring a seal, under the seal of the Society, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to another officer of the Society.

THE VICE PRESIDENT

6.9 The Vice President shall be chosen from among the Directors by the Directors, shall, in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board may prescribe or the President may delegate to him. In the event of the death, disability, resignation or removal of the President, the Vice President shall act as the President for the remainder of the President's term in office.

THE SECRETARY

6.10 The Secretary shall be chosen from among the Directors by the Directors and shall attend all sessions of the Board in his capacity as Secretary to the Board and all meetings of the members in his capacity as Secretary to the Society. He shall record all votes of the Society and the minutes of all the transactions in a book to be kept for such purpose and shall perform like duties for committees of the Board. Any record created or retained may be kept in electronic format. He shall give, or cause to be given, notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision he shall perform his duties. He shall keep in safe keeping the corporate seal of the Society and, when authorized by the Board, affix such seal to any instrument requiring it, and, when so affixed, it shall be attested by his signature or the signature of the Treasurer. He shall keep a complete and accurate record of the membership.

THE TREASURER

6.11 The Treasurer shall be chosen from among the Directors by the Directors, shall have custody of the corporate funds, shall keep full and accurate accounts of receipts and disbursements in the books belonging to the Society and shall deposit all moneys and other valuable effects in the name of the Society in such depositories as shall be designated by the Board. He shall prepare the annual budget for presentation at the annual meeting of the Society. He shall collect the annual membership dues of the Society.

6.12 The Treasurer shall disburse the funds of the Society as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board or whenever they may require it an account of all of his transactions as treasurer and of the financial condition of the Society.

ARTICLE VII

ANNUAL MEMBER BUSINESS MEETING

7.1 The Annual Member Business Meeting of the Society shall be held on the last Saturday of April in every year, or at such other time as the Board may choose by majority vote, at a location in Wisconsin to be selected by the Board. Regular Members whose annual membership dues are paid in full by March 31 of such year shall be entitled to vote at such meeting; Family Members (other than the Family Member who is also a Regular Member) shall not be entitled to vote at such meeting.

ARTICLE VIII

GENERAL PROVISIONS

FINANCIAL REPORT TO MEMBERS

8.1 The Directors of the Society shall present a report annually to the members on the affairs of the Society, a copy of which shall be filed with the minutes of the annual meeting of the members.

CHECKS AND NOTES

8.2 All checks or demands for money and notes of the Society shall be signed by such officer or officers as the Board may from time to time designate.

FISCAL YEAR

8.3 The fiscal year of the Society shall be the calendar year.

AFFIRMATIVE ACTION

8.4 It is the policy of the Society to comply with all appropriate state and federal requirements pertaining to non-discrimination on the basis of race, color, creed, national origin, age, sex or marital status. The Society encourages the full inputs of all minority and cultural groups to its deliberations and on its policy making. The actions of the Society shall in all ways reflect sensitivity to the diverse groups within our community and the society at large.

ARTICLE IX

AMENDMENTS

9.1 These Bylaws may be altered, amended, replaced or repealed by a two-thirds majority vote of the Board. Such alterations, amendments, replacements or repeal shall become effective immediately upon adoption, unless otherwise stated in the amended Bylaws.

9.2 The right of the Board to alter, amend, replace or repeal these Bylaws shall be subject to the power of the members to reverse such action by the Directors. Such power to reverse the action of the Board shall require a majority vote of the membership at the annual meeting next following the date on which the Board altered, amended, replaced or repealed the Bylaws.

ARTICLE X

DISSOLUTION

10.1 In the event of dissolution of the Society, any remaining assets not required for payment of its liabilities and obligations, and not held under conditions requiring specific transfer or conveyance upon dissolution, shall be transferred or conveyed to one or more domestic corporations, societies, or organizations engaged in activities as similar as possible to one or more of those of this Society, and at such time the transfer or conveyance qualifies as exempt from income taxation under the provisions of Section 501(a) of the Internal Revenue Code, by reason of qualifying under Section 501(c)(3) of the Internal Revenue Code, as such sections now exist or may hereafter be amended, or under the corresponding provisions of any subsequent Internal Revenue Code, or shall be transferred or conveyed to the federal government or to a state government for public purposes.

Revision History:

May 16, 2007 original bylaws adopted

February 7, 2013 revised bylaws adopted

October 29, 2014 article 3 revised

January 12, 2021 articles 5.1, 5.2, 5.3, 5.7 revised, article 5.4 added