

BY-LAWS of NICOLLET COUNTY HISTORICAL SOCIETY

ARTICLE I - Name

The name of this association shall be Nicollet County Historical Society, Inc., and its headquarters shall be in the City of St. Peter, Minnesota.

ARTICLE II – Objectives

The objectives of the Society shall be the discovery, preservation and dissemination of knowledge about the history of Nicollet County and the State of Minnesota.

More particularly its objectives shall be:

1. To discover and collect any material which may help to establish or illustrate the history of Nicollet County or the state, their exploration, settlement, development and activities in peace and war, their progress in population, ethnic groups, wealth, education, arts, science, agriculture, manufacturers, trade, transportation, religion and finance; printed materials such as histories, genealogies, biographies, description, gazetteers, directories, newspapers, pamphlets, catalogues, circulars, handbills, programs and posters; manuscript materials and such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys, field books, tapes, cassettes, films, and other multi-media materials; and museum materials such as pictures, photographs, paintings, portraits, scenes, aboriginal relics, and material objects illustrative of life, conditions, events, and activities in the past or the present.
2. To disseminate historical information to interested persons, groups and institutions and arouse interest in the past by publishing historical materials in the newspapers or otherwise, by holding meetings with addresses, lectures, papers, discussion and tours; and by marking historic buildings, sites and trails.

ARTICLE III - Membership

1. The Society shall be composed of active and honorary members. Active members shall include life and annual members, or other categories as established by the Board of Directors.
2. Any person interested in the history of Nicollet County may be enrolled as an active member upon receipt, by the Office Manager, of dues.
3. Changes of dues for membership shall be established by the Board of Directors prior to the annual meeting.
4. Active membership shall include the categories:
Annual and Life membership
5. No person shall be qualified as a member and entitled to vote at regular, special, or annual meetings unless the annual dues have been paid to the Office Manager and

their names inscribed on the membership list at or in advance of any meeting.

6. Members failing to pay their dues within one year after they become payable shall be dropped from the rolls one month after the mailing of a notice of such default.

7. Honorary membership shall included the categories:
Honorary Annual and Honorary Life membership.

Honorary Annual members shall not be required to pay dues; they may attend membership meetings, but not vote unless they are paying members. An honorary member may become as such by a two-thirds vote of the Board of Directors at any regular meeting.

ARTICLE IV - Government

1. The Nicollet County Historical Society shall be governed by a Board of Directors, with each member of the Board either an annual or life member of the Society. The Board of Directors shall not exceed fifteen in number. To provide for continuity, five members, each to serve a three-year term, shall be elected each year. No Director shall serve more than two terms until at least one year lapses between them.
2. The officers of the Society shall be members of the Board of Directors and shall consist of a president, vice-president, secretary, and treasurer. The officers shall be elected at the annual meeting for a term of one year and shall hold office until their successors have been elected.

ARTICLE V - Board of Directors

1. The Board of Directors shall manage the affairs of the Society, subject to such regulations and restrictions as may be prescribed by the Society; and may, at the annual meeting, designate an Executive Board to act in its place. This Executive Board shall consist of the officers of the Society: the president, vice-president, secretary, and treasurer, and the immediate past president as a non-voting/ex officio member.
2. The Board of Directors shall have the responsibility of establishing policy to achieve the objectives of the Society as stated in Article II of these By-Laws. The Board of Directors shall meet at least six times each year and the Executive Board shall meet as it deems necessary.
3. Seven members of the Board of Directors shall constitute a quorum for the conduct of business at any regular or special meeting of the Board of Directors.
4. A quorum for the Executive Board shall be a simple majority of its members.

5. All business of the Board of Directors shall be conducted in conformity with Robert's Rules of Order, as revised where applicable.

6. Members of the Board of Directors shall receive written/e-mail notice from the president or designee informing them of each meeting. Notice shall be given no less than five days prior to each meeting.

7. Meetings of the Board shall be called by the president. In his/her absence or refusal to act, a special meeting may be called by the vice-president or any three directors.

8. Members of the Board of Directors who do not attend the majority of meetings in any calendar year, without having given notice of their intended absence, shall be replaced by the Board after giving a one month's notice of the intent to replace them.

9. The Board of Directors shall be empowered to employ an Executive Director. The Executive Director may employ a research coordinator and such other staff as determined by the Board.

10. The Board of Directors may appoint a member of the Society to fill an unexpired term, which may become vacant on the Board of Directors or membership may elect at the next annual meeting.

ARTICLE VI - Duties of Officers

1. The President shall preside at all meetings of the Society, the Board of Directors and of the Executive Board. In the event that the President is absent from any meeting, the Vice-President or member of the Executive Board shall preside.

2. The Vice-President shall assume the duties of the President, should the President be unable to execute his/her duties.

3. The Secretary shall keep the minutes of all meetings of the Society, Board of Directors and the Executive Board and make a published report available to the Society at each annual meeting. These minutes shall be kept on file in the Society's filing system. The Secretary shall no later than sixty, days after the Society's annual meeting transmit a copy of the minutes of that meeting and of the annual report to the Minnesota Historical Society in St. Paul, and to all Board members.

4. The Treasurer shall be bonded. The Treasurer or designee shall receive and keep an accurate account of all funds of the Society. The Treasurer shall make a report thereof at the annual meeting and at such other times as requested by the Board of Directors. The Treasurer or designee shall pay claims approved by the Board of Directors, or the Executive Board, or the Society's Director. Claims for payment, which have been approved by the Board of Directors, or the Executive Board, or the Society's Director, shall be paid out of Society funds by checks bearing signatures of the Treasurer, President and Secretary or any two of them.

5. All minutes, correspondence, treasurer's reports, membership lists, and other records pertinent to the Society shall be kept in the files of the museum.

6. In the event of a vacancy arising in any office, it may be filled for the unexpired term through selection by the Board of Directors.

7. The Society has a Conflict of Interest Resolution, which is to be signed yearly by all members of the board.

ARTICLE VII - Meetings

1. Unless the Board of Directors determines for good cause that none should be held, an Annual Meeting of the Members shall be held each calendar year. The actual date shall be set by the Executive Board or President provided that all directors are notified as has been prescribed in these By-Laws. Notices shall be inserted in the newspapers that cover the membership and shall be mailed to each member.

If the Board of Directors determines for good cause that no Annual Meeting shall be held, the Board of Directors shall, as soon as reasonably practicable thereafter, arrange an Action by Ballot pursuant to Minnesota Statutes section 317A.447. The Board of Directors shall cause to be provided to each member who would otherwise be entitled to vote at the Annual Meeting the following:

- (a) A report on the activities and financial condition of the Corporation;
- (b) A ballot for:
 - a. Approval of the minutes of the previous year's Annual Meeting
 - b. Approval of the year's financial statements
 - c. The election of successors for Directors elected by the Members and whose terms have expired or are expiring; and
 - d. proposed Officers for the Board of Directors
 - e. Such other corporate matters as may be appropriately considered and voted on by ballot.

2. Meetings of the Society may be called by the President at any time and shall be called upon written request by ten members of the Society.

3. Meetings of the Board of Directors may be called at any time by the President or a majority of the Board members.

4. A meeting of the Board of Directors shall be held at least six times each year, one of which meetings shall be held to prepare the annual budget.

5. Any regular meeting of the Society may be held at any location in the county, at the discretion of the Board of Directors or the Executive Board.

6. Employees of the Historical Society may present recommendations for consideration by the Board of Directors but are not entitled to vote.

ARTICLE VIII – Committees and Boards

1. The President or Board of Directors shall form such committees as deemed necessary for the operation of the Society as soon after the annual meeting of the Society as possible.
2. The President shall appoint or cause the Board of Directors to appoint members to such committees as deemed necessary for the operation of the Society. Chairpersons of such committees shall, insofar as is possible, be appointed from the members of the Board of Directors.
3. One of the above-mentioned committees shall be a Nominating Committee, which shall include the President and two or more members appointed by the President. The Nominating Committee shall meet prior to the first of December of each calendar year and shall present its slate of nominees for Directors and Officers at the annual meeting of the Society.
4. All standing committees shall be appointed to serve until a particular project is completed or until the next annual meeting, whichever occurs first. There shall be no limit to the number of annual terms to which a member of a committee may be appointed.
5. An Executive Board member shall be an ex-officio member of all committees.
6. The Chairperson or Executive Board member of all committees shall, upon request, represent their respective committees at the meetings of the Board of Directors.

ARTICLE IX. Disposition of Collections and Assets

1. The Society or Board of Directors shall make provisions for the custody and housing of all material of historic value received by the Society.
2. It is hereby provided that if the Society does not meet in two consecutive years for an annual meeting it shall be interpreted as the cessation of an effective working organization. All materials of historic value and records relating to them belonging to the Society shall be placed under the care of the Minnesota Historical Society until such time as a new Society can be organized or the county board arranges care for them. All other assets of the Society shall be transferred to the County of Nicollet.

ARTICLE X - Affiliation with the State Society

1. The local Society shall be enrolled as an annual institutional member of the Minnesota Historical Society, paying the established dues and as such it shall, whenever feasible, send a delegate to represent it at the meetings of the State Society.

ARTICLE XI - Fiscal Year

1. This organization shall operate on a calendar year— January 1 through December 31.

ARTICLE XII - Non-Discrimination

1. There shall be no discrimination by the Society or any of its members against any employee or other member; and there shall be no qualifications for membership based upon race, color, gender, age, sexual orientation, national origin, or religious belief.

ARTICLE XIII - Amendment 1

1. Any amendments to Articles III #3, IV #1, or V #3, #8, or #10 must be approved by a two-thirds vote of the members present at any annual meeting, provided two weeks shall have elapsed after said notice of the meeting. The Board of Directors may amend any remaining By-laws at any regular or special meeting, provided notice of the meeting has stated the purpose thereof.

ADOPTED: Annual Meeting, January 21, 1990

AMENDED: Annual Meeting, January 12, 1997 - Amended Art. VIII, #3

AMENDED: Annual Meeting, January 17, 1999 - Art. V, #1 and #3

AMENDED: Annual Meeting, January 18, 2015 – Art. IV, #1; Art. VIII, #1

AMENDED: Board of Director's meeting December 9, 2020 – Art VII #1