



BY-LAWS OF THE STEELE COUNTY HISTORICAL SOCIETY

(Revisions Proposed: January 2026)

Article I The regular office of the Society shall be in the City of Owatonna, County of Steele and State of Minnesota and the corporation may have other subordinate offices at such places as the Board of Directors may from time to time determine.

Article II: Mission/Objects of the Corporation The mission of the Steele County Historical Society is to preserve artifacts and interpret the history of the land, peoples and events of Steele County, relating them to the history of the state and nation, and making these records and materials available to all who wish to study or examine them.

The objectives shall be:

Section 1. To collect, catalog and display any materials which may help to establish or illustrate the history of the county or the state, its exploration, settlement, development and activities in peace and in war, and its progress in population, wealth, education, arts, science, agriculture, manufacturing, trade and transportation. These materials shall include, but are not limited to, printed materials such as histories, genealogies, biographies, gazetteers, directories, newspapers, pamphlets, catalogues, circulars, handbills, programs; manuscripts such as letters, diaries, journals, reminiscences, rosters, service records, account books, charts, surveys and field books; and visuals such as pictures, photographs, paintings, portraits, scenes and artifacts illustrative of life, conditions, events and activities.

Section 2. To provide for the preservation of such material and for its accessibility to all who wish to examine or study it; to cooperate with officials in ~~insuring~~ **ensuring** the preservation and accessibility of the records and archives of the county and of its cities, ~~towns-village~~**towns, villages** and institutions; and to bring about the preservation of historic buildings, monuments and markers.

Section 3. To provide historical information to any interested persons, groups and institutions and to create interest in the county's history by any of the following means: publishing historical materials via ~~newspaper and books~~**newspapers and books**; holding meetings, workshops, lectures or informative programs; conducting historic tours; marking or restoring historic buildings and sites; and by operating a museum or historic site.

Article III: Membership

Section 1. Any person interested in the history of Steele County may become a Member of the Society upon payment of the dues to the Treasurer in such amount as may be determined from

time to time by the Board of Directors. The dues shall be paid ~~every 12 months~~ every twelve months following acceptance of a new Member's application.

Section 2. If dues are not paid within 30 days of receiving renewal notice, the Member may be dropped from the rolls at such time as the Board of Directors may determine.

Section 3. Membership dues and categories will be established as necessary by the Board of Directors. The ~~Board~~ Board may set guidelines recognizing individuals who contribute to the benefit or support of the Society beyond membership dues.

Section 4. Non-residents or residents of Steele County ~~may~~ **may**, in recognition of achievements or for services rendered to the Society, be elected to "Honorary Members" by a two-thirds vote of the Members at any regular meeting of the corporation. Honorary Members shall not be required to pay dues; they may attend meetings of the Society, but shall have no vote in the affairs of the Society unless they are also active Members.

Article IV: Governance

Section 1. The management, business affairs and policies of this Society shall be determined by the Board of Directors.

Section 2. The Board of Directors shall be composed of ~~twelve elected Directors~~ **no less than eleven (11) and no more than fifteen (15) elected Directors.** ~~Four members shall be elected each year for a term of three years.~~ **Each Director shall serve a term of three (3) years, commencing on January 1 and ending on December 31. Directors' terms shall be staggered so that approximately one-third of the Directors are elected each year.** All Directors shall be residents of Steele County and Members of the Society. Four or more Directors shall live outside the city and Township of Owatonna. The immediate Past President shall also be a Member of the Board of Directors.

Section 3. Each Member of the Society shall have full voting privileges in the election of ~~members of the Board of~~ Directors.

Section 4. Should any vacancy occur in the Board, the vacancy may be filled by the majority vote of the remaining ~~members of the Board~~ Directors. Such ~~member~~ Director is eligible to be elected to an additional full three-year term.

Section 5. No ~~member of the Board~~ Director shall be elected to serve more than two **(2)** consecutive **full** three-year **elected** terms. ~~as a board member~~ **Service of a partial term to fill a vacancy (by appointment) shall not count toward this term limit.** A ~~member~~ retiring Director may be re-elected to the Board after **a lapse of** one year ~~as a non-board Member~~.

Section 6. The President shall appoint an regular meetings of the ~~Executive committee~~ Executive Committee, consisting of not less than four nor more than six, including the President, the immediate Past President, Vice President, Treasurer, and the Secretary. The Committee shall

exercise all the powers of the Board between ~~Board~~Directors. All committee actions shall be reported to the ~~Board~~ Directors at its next regular meeting for approval.

Section 7. A Nominating Committee shall be appointed by the President to recommend Members of the Society to be elected to the Board of Directors at the annual meeting. Additional nominations may be made from the floor. Should the number of Members nominated be more than the number of vacancies, the election shall be by secret ballot.

Section 8. Avoiding a Secret Ballot—A secret ballot may not be required in elections in which the number of candidates nominated does not exceed the number of positions to be filled. In such elections, the chair (of the meeting) shall declare such candidates elected.

Section 9. Other Powers: In addition to the powers and authorities conferred upon them by the By-Laws, the ~~Board of~~ Directors shall have the power to do all acts necessary and expedient to conduct the business and affairs of the corporation.

Section 10. The organization may at times elect a ~~minor~~ a Student Representative to serve on the Board of Directors of the organization. **The term for a Student Representative shall correspond with the academic school year (September 1 to August 31) rather than the fiscal year.** Due to this individual's age, reasonable accommodation will be provided to ensure they can fulfill their duties as a ~~Board Member~~ Director while focusing on their school education. ~~An elected minor will not be permitted to serve in an officer's position until they are more than 18 years old.~~ **This is a non-voting position, and they will not be permitted to serve as an officer. This position is open to a high school student in Steele County. Membership to the Society is not a requirement for this position.**

Article V: Officers

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer who shall be elected by the ~~Board of~~ Directors from the existing Board of Directors at the first meeting of the fiscal year. These officers shall serve a term of one year and are eligible to be elected to a second term. If an office cannot be filled by Nominees from the Board of Directors, Nominees may be sought from the Membership at large with prior consent of the Nominee and acknowledgement to the Chair of the Nominating Committee. Article IV, Section 7 applies to the election of officers as well as the election of ~~Board Members~~Directors.

Section 2. The President shall preside at all meetings of the Members and at all meetings of the ~~Board of~~ Directors. The President shall have the usual powers and duties customarily granted the President of a corporation and shall see that all directions~~actions~~ of the ~~Board of~~ Directors are carried out.

Section 3. The Vice President in the absence or inability of the President to act, shall preside at the meetings of the Directors.

Section 4. The Secretary is responsible for: keeping minutes of meetings of the Members and of ~~the Board of~~ Directors, keeping a roll of all active Members, conducting correspondence of the

Society, ~~giving~~ notice of all meetings of the ~~Members~~ and the ~~Board of~~ Directors, ~~notifying~~ committees of their appointments, ~~making~~ a report of the activities of the Society at the annual meeting of the ~~Members~~ and ~~furnishing~~ a copy thereof to the Minnesota Historical Society, and ~~performing such~~ other duties and acts as may be assigned to the Secretary by the ~~Board of~~ Directors.

Section 5. The Treasurer shall have the custody of all money and funds of the Corporation. The Treasurer shall keep an account of the same and make a report thereof at the annual meetings of the ~~Members~~ and whenever requested by the ~~Board of~~ Directors. The Treasurer shall invest or reinvest surplus monies of the Society at the direction of the ~~Board of~~ Directors or the ~~executive committee~~ Executive Committee between regular meetings. The books and records of the Treasurer shall be audited annually by an Audit Committee appointed by the President. The Society's fiscal year is January 1st through December 31st. The President and Treasurer are authorized to sign financial transactions requiring two signatures.

Section 6. The ~~Board of~~ Directors may appoint as they deem necessary and such appointed person shall perform the duties assigned to them by the ~~Board of~~ Directors and shall hold office at the pleasure of the ~~Board~~ Directors.

Section 7. A ~~Member of the Board of~~ Directors may resign by giving written notice to the President.

Section 8. Two consecutive unexcused absences by a ~~Board member~~ Director from regular meetings of the ~~Board of~~ Directors shall be deemed a resignation.

Section 9. If a vacancy occurs in any office position, the ~~board~~ Directors at the earliest occurring meeting may nominate and elect a temporary officer to fulfill the term of the vacant office, except that in the event the office of President becomes vacant, the Vice President ~~will~~ shall become President, completing the unexpired term.

Article VI: Ex-Officio Liaisons

Section 1. One Ex-Officio seat on the Board shall be reserved for a Member of the Steele County Board of Commissioners. One ex-officio seat on the Board shall be reserved for a Council Member of any City in Steele County. While these seats are reserved it is not required for the Society to have ex-officio liaisons on the Board of Directors.

Section 2. Ex-officio seats do not supersede or replace a general Board position.

Section 3. The Ex-officio Liaison position shall be a non-voting position.

Section 4. Ex-officio ~~Members~~ shall provide the ~~Society Board of~~ Directors with regular updates on relevant political happenings or changes that may impact or influence Society operations.

Article VII: Meetings

Section 1. The annual meeting of the ~~Members~~ shall be held on any day in ~~March~~ **November** of each year for the previous fiscal year **to elect Directors for the upcoming fiscal year.** The ~~Board of~~ Directors may change the date of any meeting provided ~~one week's~~ 10 days a ten-day notice is given to the ~~Members~~. Notice shall be given by publication thereof in all ~~Steele County newspapers~~ a **Steele County newspaper, by mail, and/or by electronic mail (email) directed to the Member's email on file with the Society. Notice shall also be posted on the Society's website and social media channels.**

Section 2. Special meetings may be called by the President at any time and shall be called upon written request of fifteen ~~Members~~ of the Society or by a majority of the ~~Board of~~ Directors. Members shall have be given a ~~one week~~ 10 day ten-day written notice of such meeting by mail or by publication in an ~~Owatonna~~ **Steele County newspaper. The Notice shall state the purpose of the Special Meeting. Notice stating the purpose of the Special Meeting shall also be posted on the Society's website and social media channels.**

Section 3. Fifteen ~~Members~~ of the Society shall constitute a quorum **for the Annual Meeting and Special Meetings of the Membership.**

Section 4. The ~~Board of~~ Directors shall hold meetings at such time as may be required upon call by the President or the Secretary or any five ~~members of the Board~~ Directors. ~~Eight members of the Board present at any meeting~~ **A quorum shall consist of a simple majority (50% + 1) of the currently filled voting Director positions. If a quorum is not present, the Board Directors may continue the meeting for information and discussion purposes only; no binding votes or formal actions may be taken until a quorum is established.** Notice stating the purpose of the special meetings shall be given to the ~~members of the Board~~ Directors by telephone or letter **or email.** The Directors may waive notice in writing at the special meeting.

Section 5. ~~The meetings and other proceedings of the Society will be governed by Robert's Rules of Order, Newly Revised.~~ **Meetings shall be conducted according to generally accepted parliamentary procedures. Robert's Rules of Order shall may be used as a guide but shall not be legally binding.**

Section 6. **One or more Directors may participate in a meeting of the Board or a committee by means of remote communication (conference call, video conference, or similar) provided that all persons participating in the meeting can hear and communicate with each other at the same time. Participation by such means shall constitute presence in person at the meeting and shall count toward the quorum.**

Section 7. **Any action required or permitted to be taken at a Board meeting may be taken without a meeting if a written consent sets forth the action and is signed or consented to by all Directors then in office. For the purposes of this section, an email or other electronic communication sent from a Director's known email address shall constitute a signed written consent.**

Article VIII: Property of the Society

Section 1. The Society or the ~~Board-of~~ Directors shall make provisions for the custody of all material of historical value received by the Society. Such material may be given into the custody of the public library or any other agency or institution in Steele County. In case any property of the Society is not specially desired, it shall be tendered to the Minnesota Historical society or handled as per decision of the ~~Board-of~~ Directors. In no case shall any property be given to any individual.

Article IX: Association with the Minnesota Historical Society

The Steele County Historical Society shall be associated with the Minnesota Historical Society under such terms and conditions as are required by the Minnesota Historical Society. In the event of the dissolution of the corporation, all of the assets shall be turned over to the Minnesota Historical Society on such terms as the Minnesota Historical Society shall ~~proscribe~~ **prescribe**. This corporation shall be enrolled as an institutional member of the Minnesota Historical Society paying such dues as ~~prescribed~~ **prescribed** by that Society.

Article X: Indemnification of Trustees and Officers

Each Officer and Director of the Society, whether or not in office, shall be indemnified by the Society against reasonable expense (including counsel fees) incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of their being or having been an Officer or Director of the Corporation, except in relation to matters as to which they shall finally be adjudged in such action, suit or proceeding to have been derelict in the performance of their duties as such Officer or Director; and the foregoing right of indemnification shall not be exclusive of other rights to which they may be entitled as a matter of law.

Article XI: By-Law Amendment

The by-laws may be amended by a majority vote **of the Members** at the annual meeting with advance notice of the agenda item given to the **Membership**.

By-laws as amended at Annual Meetings: November 9, 1992; November 11, 1996; November 8, 1999; November 12, 2001; November of 2008; November 15, 2011; November 13, 2012; November 16, 2023; March 17, 2025