

**BY-LAWS  
OF  
THE DODGE COUNTY HISTORICAL  
SOCIETY**

Approved by General  
Membership

April 19, 2015

**Article I - Name**

The name shall be "The Dodge County Historical Society". Its registered address shall be in the City of Mantorville, Minnesota, at 615 North Main Street, P. O. Box 456, Mantorville, MN 55955.

**Article II - Purpose**

The purpose of the Society shall be the collection, preservation, and dissemination of knowledge about the history of Dodge County and its relation to the history of the State of Minnesota. More particularly, its objects shall be:

1. To locate and collect any materials which may help to establish or illustrate the history of Dodge County or the state; the exploration, settlement, development, activities in peace and war; the progress in population, ethnic groups, wealth, education, arts, science, agriculture, manufacturers, trade, transportation, religion, and finance. These materials shall include printed materials such as histories, genealogies, biographies, gazetteers, directories, newspapers, pamphlets, handbills, programs and posters, manuscript materials such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys, field books, tapes, cassettes, films, and other multimedia materials, and museum materials such as pictures, photographs, paintings, portraits, scenes, Native American artifacts, and material objects illustrative of life, conditions, events, and activities from the geological past to the present.
2. To disseminate historical information to interested persons, groups, and institutions and arouse the interest in the past by any of the following means: publishing historical materials in the newspaper and otherwise, by holding meetings featuring addresses, lectures, papers, and by conducting historic tours, marking or restoring buildings, sites and trails, and by operating a museum.
3. To accomplish these goals through the establishment of clearly defined collection, conservation, and interpretation policies.
4. And this organization shall have the power to own property, apply for and receive grants. It may accept bequests, and may establish and maintain an endowment fund for carrying out the above purposes.

### Article III Membership

1. The Society shall be composed of active members.
2. Any person interested in the history of Dodge County may be enrolled as an active member upon receipt, by the secretary, of the first payment of dues.
3. Change of dues of membership shall be proposed by the Board of Directors subject to majority approval of members present and voting at the annual meeting.
4. Active membership may include the categories of:
  - a. Individual membership - Any person may become a member of the Society by payment of annual dues. Classes of individual members may be as follows:

Junior Historian - age to 18  
Senior Member - Annual Member - Life  
Member
  - b. Club and Business membership - Any club, association, society, or other entity having membership interested in the programs and purposes of the Society may become a club or business member of the society by payment of annual dues. Classes of clubs or business members may be as follows:

Club Members - Business Members - Corporation Members

Dues may be established by the Board of Directors and reviewed annually.
5. No person shall be qualified as a member and entitled to vote at regular, special, or annual meetings unless his/her annual dues have been paid to the treasurer and his/her name inscribed on the membership list at or in advance of any meeting.
6. Members failing to pay their dues after they become payable shall be dropped from the rolls 60 days after the mailing of a notice of such default.
7. Any individual, in recognition of the Society, may be elected an honorary life member by two-thirds (2/3) vote of the members present at any regular meeting.

#### **Article IV Board of Directors**

1. Term limit will be two (2) consecutive terms. Six (6) years on the DCHS Board of Directors. A required break of at least one (1) year is required before being eligible to run for a Board position again.
2. The Board of Directors shall have the responsibility of establishing policy to achieve the purpose of the Society as stated in Article II of these By-Laws. They shall appoint three of their members to serve as an executive committee to handle emergencies that might arise. Action taken to be reported to the full board at their next meeting.
3. The Board of Directors shall cooperate with any existing local historical societies achieving goals conforming to the objects of these By-Laws.
4. The Directors shall meet at regular intervals as to be determined by a special meeting of the Board of Directors held immediately following the adjournment of the annual meeting of the Society.
5. A simple majority of board members shall constitute a quorum for the conduct of business at any regular or special meeting of the Board of Directors.
6. All business of the board shall be conducted in conformity with Roberts' Rule of Order. The board may appoint its parliamentarian.
7. Board members shall receive written notice or telephone call from the secretary informing them of special board meetings. Notice shall be given no less than three (3) days prior to each meeting.
8. The Board shall hold such special meetings as may be necessary for the conduct of business of the Society.
9. The Board of Directors shall be empowered to employ or dismiss a museum director whose duties will be determined by the Board of Directors in a written policy and duty statement.
10. Special meeting of the board may be called by the president. In his or her absence, by the vice-president or any three directors.
11. The board shall appoint members of the Society to fill unexpired term which may become vacant on the Board of Directors. Should a Director be absent from a majority of board meetings during the year, without the consent of the president and remaining board members, the office may be declared vacant and a new trustee appointed to the board.

12. Compensation may not be paid to Board Directors for their services. Directors may be reimbursed for actual expenses incurred by them in the performance of special duties requested by the Society.
13. The Board of Directors is responsible for the development of a personnel policy, a collection policy, a long-range plan, and whatever other policies are needed to carry out the purpose of the Society as stated in the By-Laws. These policies should be reviewed annually and revised as needed.
14. The Board of Directors may remove from the membership roles any member of the Society or of the Board of Directors who is found to be acting in a manner that is detrimental to the Society and its mission. A two-thirds (2/3) vote of the Directors is required for such action and it must be confirmed by a majority vote of the membership. Notice of the proposed removal will be given to the members prior to meeting or of a special meeting opportunity to be heard at the meeting where his or her removal is considered.

#### **Article V - Government**

1. The officers of the Society shall be a president, vice-president, secretary, treasurer, and five other members to form a Board of Directors. This board shall manage the affairs of the Society, subject to such regulations and restrictions as may be prescribed by the Society.
2. The newly seated Board of Directors, shall as their first act of duty, at a meeting immediately following the annual meeting elect the president, vice-president, secretary, and treasurer comprised from the Board of Directors and make assignments of responsibilities to the remaining Directors for a term of one (1) year. In case of vacancy arising in any office it may be filled for the unexpired term through selection by the Board of Directors.
3. The Chairman or person designated by the Chairman of the County Commissioners shall be an ex-officio member of the Board of Directors. (Optional).
4. The treasurer shall be elected by the Board of Directors. There shall be no limitation to the length of term the treasurer may serve.
5. Elections of the Board of Directors will be held at the Annual Meeting and will be done by secret ballot.

6. The Dodge County Historical Society is and shall be an equal opportunity employer. It does not discriminate based on creed, religious or political affiliation, or sexual orientation. All vacancies whether paid or volunteer will be filled on the basis of qualifications the applicant has in relation to the job requirements.

#### **Article VI - Duties of Officers**

1. The president shall preside at all meetings of the Society and of the Board of Directors. In case the president is absent at any meeting, the vice-president shall assume his or her duties. The president will act as the liaison between the board and museum director. The president, with the help of the museum director, shall determine agenda for all meetings.
2. The vice-president shall assume the office of president should the president be unable to execute his or her duties. The vice-president shall also be in charge of activities directly related to the membership, i.e. programs for membership and membership recruitment.
3. The secretary shall keep the minutes of all meetings of the Society and of the Board of Directors, keep a roll of the members, and make a report at the Annual Meeting. The secretary shall also conduct the correspondence of the Society, give notice of all meetings, notify committee members of their appointment, and carry on such other correspondence as may be necessary for the conduct of the affairs of the Society.
4. The treasurer shall collect the dues of members and all subscription donations and allocation of money to the Society. The treasurer shall keep an account of the same and shall make a report there of at the Annual Meeting and whenever required by the Society of the Board of Directors. All Society money is to be kept in a Society bank account. The treasurer shall pay out monies of the Society on presentation of bills approved by the Board of Directors as attested by the secretary. At the close of each fiscal year the books shall be audited and a report submitted to the membership. The report shall follow the Museum Accounting Guidelines as issued by the Association of Science-Technology Centers.

## **Article VII - Meetings**

1. An Annual Meeting will be held in the spring of each year. The Board of Directors will set the date of the meeting.
2. Regular meetings of the officers and directors may be held by the board and announced accordingly.
  - a. Special meetings of the Board may be called by the President or a majority of the board members.
3. Special meetings of the Society may be called by the President or by a written request of ten (10) members of the society.
4. A simple majority representing at least ten (10) percent of paid members need be present to constitute a quorum for Society annual and special meetings.
5. The Society shall operate on a fiscal year running from January 1st to December 31st.
6. All eligible voters may cast one vote. Voting will be done by ballot. Voting by proxy is not allowed.
7. All meetings shall be conducted in accordance to Robert's Rules of Order.

## **Article VIII - Committees**

1. The president shall appoint, or cause the Board of Directors to appoint, such committees as are deemed to be to the benefit of the Society. Chairs of such committees shall be, insofar as possible, appointed by the President from the membership of the Society.
2. All standing committees shall be appointed to serve until a particular project is completed or until the next annual meeting, whichever occurs first. All committees may be reappointed annually. There shall not be a limit to the number of annual terms to which a member of a committee may be appointed. Insofar as possible; all committees should represent geographically the area served by the Society.
3. The president, or in his or her absence the vice-president, shall be an ex-officio member of all committees.
4. The chairman of all committees shall represent their respective committees at meetings of the Board of Directors when requested to attend.

### **Article IX - Disposition**

1. The Society or the Board of Directors shall make provision for the custody and housing of all material of historic value received by the Society.
2. It is hereby provided that if the Society fails in two consecutive years to have a quorum at its Annual Meeting, it shall be interpreted as the cessation of an effective working organization. All articles belonging it (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.

### **Article X - Indemnification**

1. The Society shall indemnify any officer, director, employee, or volunteer who is sued for actions done in good faith for the benefit of the Society and in the performances of his or her duties for the same. This shall cover criminal actions that results: from unlawful conduct.
2. Indemnification may be covered through the purchase of insurance or by any means the Society chooses.

### **Article XI - Affiliation**

The Society shall be enrolled as an annual member of the Minnesota Historical Society, paying the established dues one year in advance, and as such, it shall whenever feasible, send a delegate to represent it at the meetings of the state society, and shall make an annual report thereto as hereinbefore provided.

### **Article XII - Amendment**

Amendments to these By-Laws may be proposed in writing filed with the Secretary by any three, (3) members. The secretary shall notify all members in writing of the proposed amendment, and they may be adopted by a two-thirds (2/3) vote of the members present at the Annual Meeting, if a quorum is present, and provided two (2) weeks shall have elapsed after the sending of the notice.