

AUTHORITY BY LAWS (Amended 09/17/2020)

Section 1. *NAME*

The Minnesota Sports Facilities Authority established pursuant to Minn. Stat. § 473J.07, as amended, (Laws of Minnesota 2012, Chapter 299, Article 1, Section 11) (the "Act"). This body shall be known as the Minnesota Sports Facilities Authority and hereinafter referred to as the Authority.

Section 2. *COMPOSITION OF THE AUTHORITY*

The Authority shall be a five person body composed of a Chair and two Commissioners (the "Governor-appointed Commissioners") appointed by the governor and two Commissioners (the "Mayor-appointed Commissioners") appointed by the Mayor of the City of Minneapolis. One Governor-appointed Commissioner shall serve until December 31 of the third year following appointment, and one Governor-appointed Commissioner shall serve until December 31 of the fourth year following appointment. Thereafter, the Governor-appointed Commissioner shall serve four-year terms beginning January 1. The Chair shall serve at the pleasure of the Governor.

One Mayor-appointed Commissioner shall serve until December 31 of the third year following appointment, and one Mayor-appointed Commissioner shall serve until December 31 of the fourth year following appointment. Thereafter, the Mayor-appointed Commissioners shall serve four-year terms beginning January 1. Mayor-appointed Commissioners may reside within the City of Minneapolis and may be appointed officials of a political subdivision.

Each Commissioner shall serve until a successor is appointed and takes office.

Meetings of the Authority shall be called board meetings.

Section 3. *OFFICERS OF THE AUTHORITY*

3.1. Chair

The Chair shall preside at all meetings of the Authority and shall have such duties and responsibilities as are normally attendant upon that office and as are specifically prescribed by the Act, other relevant laws, and these bylaws. The Chair shall receive, unless otherwise provided by other law, a salary in an amount fixed by the Authority. The functions of the Chair shall include, but not be limited to, the following:

- 3.1.1. Presiding at meetings of the Authority.
- 3.1.2. Providing notification of regular meetings of the Authority and calling special Authority meetings as appropriate.
- 3.1.3. Appointing any committees and related chair.
- 3.1.4. Nominating an Executive Director subject to Authority Board approval.
- 3.1.5. Assuring that the work of the Authority is organized to carry out the duties and responsibilities of the Authority.
- 3.1.6. Representing the Authority and acting as its official spokesperson.

3.1.7. Performing such other duties as the Authority may direct.

3.2. Vice-Chair

The Vice-Chair shall be elected from the Authority's membership and shall be elected annually at the first regular meeting in January each year, or as soon thereafter as reasonably practicable, by a majority vote of the Commissioners. The Vice-Chair shall act for the Chair during the temporary absence or disability of the Chair.

3.3. Secretary/Treasurer

The Authority shall elect a Secretary/Treasurer. The Secretary/Treasurer may, but need not be, a Commissioner. The Secretary/Treasurer shall be elected annually at the first regular meeting in January each year, or as soon thereafter as reasonably practicable, by a majority vote of the Commissioners. The Secretary/Treasurer shall serve at the pleasure of the Authority, subject to the terms of any contract of employment which the Authority may enter into with the Secretary/Treasurer. The Secretary/Treasurer shall have duties as assigned by the Board and shall perform all such other duties as are normally attendant upon that office and specified in other applicable laws, regulations, or procedures.

3.4. Executive Director

An Executive Director shall be nominated by the Chair and approved by a four-fifths vote of the Authority Board. The Executive Director shall be responsible for the operation and management of the Authority; provided, however, that the Executive Director shall not have the power or authority to incur liability or make expenditures on behalf of the Authority without general or specific directions by the Authority, except as provided in the Authority's Procurement Policy; provided further, that all official documents related to any procurements shall be executed by both the Chair and the Executive Director pursuant to Section 6 herein. The Executive Director, in consultation with the Chair, shall be responsible for hiring, supervision and dismissal of all other employees of the Authority. The Executive Director may be removed at any time by a majority vote of the Commissioners. The Executive Director's compensation shall be determined by the Authority upon recommendation of the Chair. The Executive Director shall report to the Chair.

3.5. Vacancies

A vacancy in the office of Vice-Chair and Secretary/Treasurer shall be filled for the duration of the applicable term by a majority vote of the Commissioners at any regular meeting of the Authority following development of a vacancy.

3.6. Removal

A Governor-appointed Commissioner, other than the Chair, may be removed by the Governor, and a Mayor-appointed Commissioner may be removed by the Mayor, in each case only for misfeasance, malfeasance, or nonfeasance in office, upon written charges, and after an opportunity to be heard in defense of the charges. The Chair shall serve at the pleasure of the Governor.

Section 4. *MEETINGS OF THE AUTHORITY*

4.1. Regular Meeting

Regular meetings of the Authority shall be held at the Authority offices, pursuant to an annual calendar to be adopted no later than the first meeting of the calendar year or as soon thereafter as reasonably practicable, on the day and at the time designated by resolution of the Authority. Regular meetings of the Authority may be cancelled by the Chair upon notification of the Commissioners. Notice to Commissioners and public notice of such

cancellation shall be provided in such form and manner as is appropriate to the situation.

4.2. Notice of Meetings

Each Commissioner shall be notified in writing at least three days prior to each regular or special meeting of the time and place of the meeting. The tentative agenda for each such meeting shall constitute such notice.

4.3. Special Meetings

Special meetings of the Authority may be held at any time subject to the notice requirements of 4.2 upon the call of the Chair or any other two Commissioners. Special meetings may also be held without three days prior written notice at any time as may be established by the Chair or a majority vote of the Authority at the occasion of a regular meeting or duly called special meeting. No business shall be transacted at a special meeting other than that stated in the notice. Special meetings of the Authority may be cancelled by the Chair upon notification of the Commissioners, except for those special meetings called by two or more Commissioners.

4.4. Agendas

The tentative agenda for each regular meeting shall be established by the Chair.

4.5. Quorum

Three Commissioners shall constitute a quorum for the conduct of Authority business. A quorum shall not be necessary for the conduct of public hearings by the Authority. If a quorum is not present on the day fixed for a regular or special meeting, the Commissioners in attendance, though constituting less than a quorum, may recess from time-to-time so as to notify absentees and procure a quorum for such a recessed meeting

4.6. Voting

Any authorized action may be taken by the Authority or its committees upon a majority vote of any Commissioners present at a meeting duly called and held, except as otherwise specifically provided by law or these bylaws. Voting on any matter shall be by voice vote provided that a roll call vote shall be called and recorded on any issue if requested by one or more Commissioners. In the case of a tie vote, the question is defeated. There shall be no voting by proxy and each Commissioner shall be entitled to only one vote on any single motion.

4.7. Conduct of Business

Commissioners and meetings of its committees shall be governed by *Robert's Rules of Order* as most recently revised to the extent that they are not inconsistent with law or these bylaws.

4.8. Open Meetings

All regular and special meetings of the Authority and all meetings of its committees shall be open to the public. Notice of all meetings shall be given.

4.9. Video Meetings

The Chair or a Commissioner may attend a regular or special meeting of the Authority via interactive television (i.e., Skype or similar technology) so long as: (i) all Commissioners participating in the meeting can hear one another and all discussion at all locations where a Commissioner is present; (ii) members of the public present at the Authority offices can hear and see all discussion and all votes of Commissioners; (iii) at least one Commissioner is physically present at the Authority offices; and (iv) each location where a Commissioner is present is open and accessible to the public. Notice of a Commissioner's remote participation via interactive television must be given at least three days prior to the meeting. The Authority may also conduct a regular or special meeting using interactive television or other remote participation technology in a manner consistent with applicable statutes and regulations.

Section 5. *COMPENSATION AND EXPENSE REIMBURSEMENT*

5.1. Per Diem

Each Commissioner, other than the Chair, shall be paid per diem compensation of \$55.00 for each day, or part thereof, spent in attending Authority meetings or meetings relating to Authority business as authorized by the Chair; provided however, that Commissioners that are employees of the State of Minnesota or political subdivisions of the State of Minnesota cannot be paid for time spent on Authority activities that occur during working hours for which they are compensated by the State of Minnesota or a political subdivision.

5.2. Reimbursement of Expenses

Each Commissioner, including the Chair, shall be reimbursed for all actual and necessary expenses incurred in the performance of his or her duties in the same manner and amount as State employees, more specifically set forth in the Authority Travel and Expense Reimbursement Policy. Commissioners who, as a result of time spent attending board meetings, incur child care expenses that would not otherwise have been incurred, may be reimbursed for those expenses upon Chair authorization; provided, however, that Commissioners who are employees of the State of Minnesota or employees of political subdivisions of the State of Minnesota may be reimbursed for child care expenses only for time spent on Authority activities that are outside their working hours.

Section 6. *EXECUTION OF OFFICIAL DOCUMENTS*

All contracts, agreements, and other official instruments to which the Authority is a party, shall be executed by the Chair and the Executive Director on behalf of the Authority or in the absence of either, by the Chair or Executive Director and the Secretary/Treasurer.

Section 7. *AMENDMENTS*

These bylaws may be amended by a majority vote of Commissioners at a regular meeting of the whole Authority provided that written notice setting forth in detail the contents of the proposed amendment(s) has been given to all Commissioners at least ten (10) days prior to the meeting.

Section 8. *ELECTRONIC MAIL*

Wherever the act of giving written notice is provided for in these bylaws, such notice may be provided by electronic mail to those Commissioners that have indicated consent to receipt by such means, and the provision of notice to a Commissioner's designated electronic mail address shall be deemed to satisfy all notice requirements provided hereunder.

APPROVAL AND REVISION DATES

Original adoption on 08/01/2012

Revised 09/17/2020