

AUTHORITY BY LAWS (Amended 12/13/2013)

Section 1. *NAME*

The Minnesota Sports Facilities Authority established pursuant to Minnesota Statutes, Section 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 members (the "Governor-appointed Members") appointed by the governor and two members (the "Mayor-appointed Members") appointed by the mayor of the City of Minneapolis. One Governor-appointed Member shall serve until December 31 of the third year following appointment, and one Governor-appointed Member shall serve until December 31 of the fourth year following appointment. Thereafter, the Governor-appointed Members shall serve four-year terms beginning January 1. The chair shall serve at the pleasure of the governor.

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

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

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 by-laws. 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, subject to Authority approval, any special committees and related chair.
- 3.1.4. Nominating a CEO/Executive Director subject to Authority 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 spokesman where appropriate.
- 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 at the organizational meeting of the Authority and thereafter shall be elected annually at the first regular meeting in January each year by a majority vote of the Authority members. The vice-chair shall act for the chair during the temporary absence or disability of the chair.
- 3.3. Secretary -  
At its first organizational meeting, the Authority shall appoint a secretary. The secretary may, but need not be, a member. Thereafter, the secretary shall be appointed annually at the first regular meeting in January each year by a majority vote of the Authority members. The secretary 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. The secretary shall record the minutes of all meetings of the Authority and shall be custodian of all books and records of the Authority and shall perform all such other duties as are normally attendant upon that office and specified in other applicable laws, regulations, or procedures. The Authority may, in its discretion, combine the functions and duties of secretary and treasurer into one secretary-treasurer.
- 3.4. Treasurer -  
At its first organizational meeting, the Authority shall appoint a treasurer. The treasurer may, but need not be, a member. Thereafter, the treasurer shall be appointed annually at the first regular meeting in January each year by a majority vote of the Authority members. The 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 treasurer. The treasurer shall be the custodian of all monies received by the Authority and shall be responsible for various financial documents of the Authority. The Authority may, in its discretion, combine the functions and duties of secretary and treasurer into one secretary-treasurer.
- 3.5. Deputy -  
The Authority may appoint a deputy to perform any and all functions of the secretary or treasurer.
- 3.6. CEO/Executive Director -  
A CEO/Executive Director shall be nominated by the chair and approved by a four-fifths vote of the Authority. The CEO/Executive Director shall be responsible for the operation, management, and promotion of activities of the Authority; provided, however, that the CEO/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. The CEO/Executive Director shall be responsible for hiring, supervision and dismissal of all other employees of the Authority. The CEO/Executive Director may be removed at any time by a majority of the Authority. The CEO/Executive Director's compensation shall be determined by the Authority.

3.7. Vacancies -

A vacancy in the office of vice-chairman, secretary and treasurer shall be filled for the duration of the applicable term by a majority vote of the Authority members at any regular meeting of the Authority following development of a vacancy.

3.8. Removal -

A Governor-appointed Member, other than the chair, may be removed by the governor, and a Mayor-appointed Member 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 least monthly at the Authority offices, 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 agreement by a majority of the members indicating consent in writing or other electronic means. Notice to Authority members 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 Authority member 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 members of the Authority. 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 therefore unless additional business items are added to the special meeting agenda upon a majority vote of the entire Authority. Special meetings of the Authority may be cancelled by the chair upon agreement by a majority of the members indicating consent through written or electronic means, except for those special meetings called by two or more members of the Authority.

4.4. Agendas -

The tentative agenda for each regular meeting shall consist of the following major items:

1. Call to Order
2. Roll Call
3. Adoption of Agenda
4. Approval of Minutes
5. Chair's Report
6. Committee Reports
7. Action Items
8. Discussion Items
9. Next Meeting Announcement
10. Adjournment

- 4.5. Quorum -  
Three members of the Authority 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 members in attendance, though constituting less than a quorum, may adjourn from time-to-time so as to notify absentees and procure a quorum for such an adjourned meeting.
- 4.6. Voting -  
Any authorized action may be taken by the Authority or its committees upon a majority vote of any members present at a meeting duly called and held, except as otherwise specifically provided by law or these by-laws. 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 members of the Authority. In the case of a tie vote, the question is defeated. There shall be no voting by proxy and each member shall be entitled to only one vote on any single motion.
- 4.7. Special Voting Requirements -  
During the design and construction stages of the professional football stadium authorized by the Act, a four-fifths vote of the Authority is required for any action related to zoning, land use, exterior design of the stadium, related parking, the plaza area, and the selection of the Authority's lead representative during the design and construction stages.
- 4.8. Conduct of Business -  
Authority members 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 by-laws.
- 4.9. 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.

## Section 5. *COMPENSATION AND EXPENSE REIMBURSEMENT*

- 5.1. Per Diem-  
Each Authority member, 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 members 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 Authority member, 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. Members 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 board authorization; provided, however, that members 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. *OFFICIAL DOCUMENTS*

6.1. 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 CEO/Executive Director on behalf of the Authority or in the absence of either, by the chair or CEO/Executive Director and the secretary.

Section 7. *AMENDMENTS*

These by-laws may be amended by a majority vote of Authority members 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 Authority members 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 by-laws, such notice may be provided by electronic mail to those members that have indicated consent to receipt by such means, and the provision of notice to a member's designated electronic mail address shall be deemed to satisfy all notice requirements provided hereunder.