

## **MINNESOTA BALLPARK AUTHORITY BY-LAWS**

### *Section 1. NAME and COMPOSITION*

The Minnesota Ballpark Authority (hereinafter referred to as the "Authority") is established pursuant to Chapter 257, Minnesota Laws 2006 (hereinafter referred to as the "Ballpark Act"). The Authority is composed of five members who are appointed as follows: two including the chair are appointed by the Hennepin County Board; two are appointed by the Governor; and one by the Minneapolis City Council.

### *Section 2. OFFICERS OF THE AUTHORITY*

#### *2.1. 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 Ballpark Act, other relevant laws, and these by-laws. The functions of the chair shall include, but not be limited to, the following:

2.1.1. Presiding at meetings of the Authority.

2.1.2 Providing notification of regular meetings of the Authority and calling special Authority meetings as appropriate.

2.1.3. Appointing, subject to Authority approval, any special committees and related chairs.

2.1.4. Appointing an executive director subject to Authority ratification.

2.1.5. Assuring that the work of the Authority is organized to carry out the duties and responsibilities of the Authority.

2.1.6. Representing the Authority and acting as its official spokesman where appropriate.

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

#### *2.2. 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 of each year by a majority vote of the Authority members. The vice-chair shall act as chair in the absence of the chair.

#### *2.3. Secretary -*

The secretary 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 each year by a majority vote of the Authority members. 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 executive director shall be the deputy secretary and may perform any and all functions of the secretary, subject to the general direction of the secretary.

#### *2.4. Treasurer -*

The treasurer 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 each year by a majority vote of the Authority members. 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 executive director shall be the deputy treasurer and may perform any and all functions of the treasurer subject to the general direction of the treasurer.

#### 2.5. Vacancies -

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

### Section 3. *MEETINGS OF THE AUTHORITY*

#### 3.1. Regular Meeting -

Regular meetings of the Authority shall be held as determined by the Authority. Regular meetings of the Authority may be cancelled by the chair upon agreement by a majority of the members responding through telephone poll or in writing, which may include electronic communication. Notice to Authority members and public notice of such cancellation shall be provided in such form and manner as is appropriate to the situation.

#### 3.2. 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. Notice may be by electronic communication. If an Authority member receives actual notice of a meeting within the required time period, all notice requirements of this section are satisfied with respect to that person, regardless of the method of receipt of notice.

#### 3.3. Special Meetings -

Special meetings of the Authority may be held at any time subject to the notice requirements of 3.2 upon the call of the chair or any other two members of the Authority as provided by the Minnesota Open Meeting Law, Minnesota Statutes, Chapter 13D.

#### 3.4 Emergency Meetings-

Emergency meetings may be called as provided in the Minnesota Open Meeting Law, Minnesota Statutes, Chapter 13D. Actual notice to the members of the Authority within 24 hours of the meeting satisfies notice requirements for the members.

#### 3.5. 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 (if any)
6. Committee Reports (if any)
7. Financial Report
8. Action Items
9. Discussion Items
10. Next Meeting Announcement
11. Adjournment

#### 3.6 Quorum -

Three Authority members 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 recess from time-to-time so as to notify absentees and procure a quorum for such a recessed meeting.

#### 3.7. Voting -

Any authorized action may be taken by the Authority or its committees upon a majority vote of any members present at any lawfully convened meeting 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.

### 3.8. 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.

### 3.9 Open Meetings -

All regular and special meetings of the Authority and all meetings of its committees shall be open to the public to the extent provided in the Minnesota Open Meeting Law, Minnesota Chapter 13D. Notice of all meetings shall be provided to the public pursuant to the requirements of the Minnesota Open Meeting Law.

## Section 4. *COMPENSATION AND EXPENSE REIMBURSEMENT*

### 4.1. Per Diem -

Each Authority member shall be paid per diem compensation as provided by law for each day, or part thereof, spent in attending Authority meetings or meetings relating to Authority business as authorized by the chair.

### 4.2. 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

## Section 5. *OFFICIAL DOCUMENTS*

### 5.1. 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 executive director on behalf of the Authority or in the absence of either, by the chair or executive director and the secretary. If there shall be a vacancy in the position of executive director, the chair may execute such documents unless another procedure is established by the Authority members.

## Section 6. *AMENDMENTS*

These by-laws may be amended by a majority vote of Authority members at a regular or special 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.