

BYLAWS
Arena and Convention Center Board
January 2011

Article I. Name and Authority

1.1 Name. The name of this organization is the Arena/Convention Center Board (the "Board").

1.2 Authority. The Board exists under the authority granted by Section 8-26 of the Revised Ordinances of Sioux Falls, SD, and City Ordinance 2096 as adopted by the Sioux Falls City Council on May 8, 1961.

Article II. Purpose

The purpose of the Board is to advise the Mayor and Council regarding the management and use of the Arena and Convention Center.

Article III. Board of Directors

3.1. Composition, Terms, and Appointment.

(a) The Board will consist of seven voting members appointed by the Mayor with the advice and consent of the City Council, and will be comprised of the following:

- The Director of the Chamber of Commerce Convention Visitors Bureau.
- A representative of the hotel/motel industry.
- The remaining 5 members shall be registered voters of the city.

(b) The Mayor, with the advice and consent of the City Council, will fill any vacancy for the remainder of the term vacated.

(c) No City Council Member shall be a member.

3.2. Terms. All members will be appointed to five-year terms, or until a successor is appointed and qualified. Members may not serve more than two consecutive full or partial terms. Any members who miss more than 50 percent of the board meetings in any calendar year may be removed by the Mayor for cause.

3.3. Resignations. Any member may withdraw from the Board by giving written notice to the Mayor or the President of the Board.

Article IV. Duties of the Board.

4.1. The Board may advise the Mayor and Council regarding the management and use of the Arena and Convention Center. The Board's duties may include, but are not limited to:

- Reviewing financial information regarding the City's financial interest in the Arena and Convention Center.
- Recommending rate increases.
- Reviewing policies relating to public use of the facilities.
- Advocate the continued financial investment for improving and enhancing the Arena and Convention Center.

Article V. Officers

5.1. Composition. The Officers of the Board will consist of a President, Vice President, and a Secretary, each of whom shall serve for a term of one year or until a successor is elected and qualified. In case of death or resignation of an officer, a successor shall be immediately elected.

5.2. Election and Nominations. The Officers of the Board will be elected annually by a simple majority of the members of the Board in June of each year and be installed and assume their duties at the July meeting. If only one Board member is nominated for an open Officer position, an open election will be held. If more than one Board member is nominated for an open Officer position, an election by secret ballot will be held. After the lapse of one year, he or she may be elected again to the same office.

5.3. President. The President supervises the conduct of the Board's business and activities; serves, ex officio, on all committees; presides at meetings; signs all acts or orders necessary to carry out the will of the Board; and may act as the representative of the Board to outside persons and other organized boards as necessary.

5.4. Vice President. In the absence, disability or under the direction of the President, the Vice President will be vested with all the powers and perform all the duties of the President, and will have such additional powers and perform such additional duties as ordered by the Board. However, the Vice President cannot change rules and does not serve as ex officio member of committees.

5.5. Secretary. The recording secretary serves as clerk for the Board and carries out the official correspondence of the Board. The recording secretary may be the same individual as the official City staff liaison.

5.6. Absence of President or Vice President. If the President and Vice President are absent, a member present shall be appointed as interim President.

5.7. Committees. Committees may be appointed by the President as voted by the Board, as needed. Upon receipt of a written request, the President may appoint an emergency committee without a vote of the Board to write a letter of advocacy or prepare a recommendation.

Article VI. Board Meetings

6.1 Regular Meetings. Regular meetings of the Board of Directors must be scheduled at least monthly. Regular meeting dates for the following year shall be set on the last meeting date of each calendar year.

6.2 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or two members. Whenever a special meeting is called, a notice in writing signed by the President or Vice President requesting the meeting shall be prepared by and filed with the City Clerk and served upon each member of the Planning commission either in person, by facsimile, or by email. The notice shall state the date, hour, and location of the meeting and the purpose for which such meeting is called. No business shall be transacted at the meeting except such as is stated in the notice.

6.3 Advance Notice of Regular Meetings. The members of the Board shall be notified at least five days in advance of the time and place of regular meetings. The members of the Board shall be notified at least two days in advance of the time and place of special meetings.

6.4 Open Meetings. All regular and special meetings of the Board shall be open to the public.

6.5 Quorum. Four members shall constitute a quorum and may, by resolution or motion at any meeting duly held, authorize any action within the powers of the Board.

6.6 Procedure. Meetings will be conducted using Roberts Rules of Order unless otherwise stated.

6.7 Agendas. A printed agenda will be prepared in advance of all meetings. Each agenda will contain, at a minimum, the time and place of meeting and a description of the topics scheduled for discussion.

6.8 Minutes. A set of the meeting minutes will be filed with the city clerk.

Article VII. Special Circumstances.

7.1. Conflicts of Interest. If, during discussion or a vote on any agenda item, the topic is in conflict of interest with one of the Board members, that member will make the other Board members aware of the possible conflict of interest, may remove himself or herself from the discussion, and shall abstain from voting.

Article VIII. Letters of Advocacy

8.1. Emergency Committee appointed by President. Upon receipt of a written request, the President of the Board may appoint an emergency committee to write a letter of advocacy or determination for a project or proposal in need of immediate action.

8.2. Composition of Emergency Committee. The committee shall consist of two to three Board members, appointed by the President, with staff and the President serving as ex officio members.

8.3. Signature of Letter. The letter of advocacy or determination will be signed by the President of the Board. If there is a conflict of interest, the President shall designate the Vice President or the recording Secretary to sign the letter.

8.4. Agenda item at next meeting. The topic will be placed on the next meeting agenda, and a copy of the letter shall be presented to the Board.

Article IX. Amendment

9.1. Amendment to Bylaws. These bylaws may be amended or new bylaws adopted at any regular or special meeting of the Board.

9.2. Notice of Amendments to By-laws. A 30-day written notice must to be given to the Board notifying them of any amendments to the bylaws or new bylaws. The item must then be placed on an agenda to be discussed and voted on.

9.3. 2/3 vote required. An amendment or new bylaw requires a two-thirds vote of the members present and voting.

9.4. Effective date of Bylaws. The amended or new by-laws shall go into effect after a period of thirty days has elapsed.