

BY-LAWS OF
SIoux FALLS SPORTS AUTHORITY

ARTICLE I.

NAME, PRINCIPAL OFFICE AND SEAL

Section 1. Name. The name of this corporation shall be SIOUX FALLS SPORTS AUTHORITY.

Section 2. Principal Office. The principal office of the corporation shall be located at Sioux Falls, Minnehaha County, South Dakota.

Section 3. Corporate Seal. The Board of Directors may provide a corporate seal, which shall be circular in form and which shall have inscribed thereon the name of the corporation and the state of incorporation and the words "corporate seal."

ARTICLE II.

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number. The number of directors shall be fifteen (15).

Section 3. Appointment and Qualifications. The Board of Directors shall be appointed in the following manner:

- A. Five (5) of the Directors shall be appointed by the Mayor of the City of Sioux Falls and approved by a resolution adopted by the Sioux Falls City Council.
- B. Five (5) of the Directors shall be appointed by the Superintendent of Schools of the Sioux Falls School District and approved by a resolution adopted by the District School Board.
- C. One (1) Director shall be appointed by the South Dakota Board of Regents;
- D. One (1) Director shall be appointed by the Executive Director of the Sioux Falls Convention and Visitors Bureau and shall be approved by the Advisory Council of such Bureau;

- E. One (1) Director shall be the elected Chairman of the Board of Directors of the Sioux Falls Area Chamber of Commerce; and
- F. One (1) Director shall be the Chairman of the Sioux Falls Area Chamber of Commerce Sports and Recreation Committee.
- G. One (1) Director shall be the Executive Director of the Sioux Falls Sports Authority. The Executive Director of the Authority shall serve as a member of the Board of Directors for such time as such person holds the office of Executive Director of the Authority.

Section 4. Tenure and Removal. Each Director shall hold office for a term of three (3) years unless otherwise disqualified or removed as provided in this Section 4. Directors appointed under the provisions of Article II. Section 3.A-D of these By-Laws may be removed by the appointing officer, subject to approval by the applicable governing board, at any time, with or without cause. Directors holding office as a result of the provisions of Article II. Section 3.E or 3.F of these By-Laws shall hold consecutive three (3) year terms so long as such Director continues to hold a position referenced in Article II. Section 3.E or 3.F of these By-Laws. Any Director who is removed or ceases to hold a position referenced in Article II. Section 3.E or 3.F of these By-Laws shall, upon such removal or cessation, automatically cease to serve as a Director of the corporation. Vacancies on the Board of Directors shall be filled by the appointing officer and approved by the governing board referenced in Article II. Section 3.A-D of these By-Laws or by employment or election as provided in Article II. Section 3.E or 3.F of these By-Laws.

Section 5. Ex Officio Directors. The Board of Directors may from time to time establish ex officio members of the Board. The ex officio members shall not be voting members of the Board and shall fill an advisory and coordination role only. The Board may, by resolution, create ex officio director positions for the heads of the North Central Athletic Conference and the Great Plains Athletic Conference. Ex officio members shall serve as ex officio directors of the Authority only for so long as they hold the position which entitles them to serve as an ex officio director of the Authority.

Section 6. Annual Meetings. The Board of Directors shall hold an annual meeting on the third Tuesday in May of each year. At the annual meeting, directors shall be appointed as provided in the Articles of Incorporation and By-Laws and conduct such other business as may come before the Board.

Section 7. Regular Meetings. The Board shall hold regular quarterly meetings at such time and place as the Chairperson or President/Executive Director may deem fit. The Board of Directors may provide by resolution the time and place for holding additional regular meetings of the Board.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson, President/Executive Director or any two (2) voting

Directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

Section 9. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally and/or sent by mail to each director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 10. Quorum. One-half of the voting Directors of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than one-half of the voting Directors are present at said meeting a majority of the voting Directors present may adjourn the meeting from time to time without further notice.

Section 11. Manner of Acting. The act of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these By-Laws.

Section 12. Vacancies. Any vacancy occurring in the Board of Directors shall be filled in the manner specified in Section 3.B of Article II of these By-Laws. A Director appointed to fill a vacancy shall be elected or appointed for the unexpired term of his/her predecessor in office.

Section 13. Compensation. Directors as such shall not receive any stated salaries for their services (but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board), provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 14. Written Action by Directors. Any action required to be taken at a meeting of the Directors, or any other action which may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

ARTICLE III.

OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chairperson, Vice Chairperson, President/Executive Director, one or more Vice Presidents (the number thereof to

be determined by the Board of Directors), a Treasurer, a Secretary, an Assistant Secretary, an Assistant Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The same person may hold more than one office except those of President/Executive Director and Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy of any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairperson and Vice Chairperson. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the By-Laws. He/she shall be, ex officio, a member of all committees. In the absence or disability of the Chairperson, the Vice Chairperson shall exercise the duties of the Chairperson.

Section 6. President/Executive Director. The President/Executive Director shall be the principal executive officer of the corporation and shall in general supervise all of the business and affairs of the corporation. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of President/Executive Director⁵ and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Vice President. In the absence of the President/Executive Director or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents, in the order designated, or in the absence of designation, then in the order of their election) shall perform the duties of the President/Executive Director, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President/Executive Director. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President/Executive Director or by the Board of Directors.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys in the name of the corporation in such banks, trust companies and/or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President/Executive Director or by the Board of Directors. The Treasurer may delegate such duties as he/she may desire with the approval of the Board.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal for the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is fully authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President/Executive Director or the Board of Directors. The Secretary may delegate such duties as he/she may desire with the approval of the Board.

Section 10. Assistant Secretary. The Board may also elect an Assistant Secretary who shall perform the duties of the Secretary in the absence or inability of the Secretary to act, and the Assistant Secretary shall also perform such other functions and duties as the Board may provide.

Section 11. Assistant Treasurer. The Board may also elect an Assistant Treasurer who shall perform the duties of the Treasurer in the absence or inability of the Treasurer to act, and the Assistant Treasurer shall also perform such other functions and duties as the Board may provide.

ARTICLE IV.

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the voting Directors in office, may designate one or more committees, each of which shall consist of three (3) or more voting Directors and may include a nonvoting Director, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual directors, of any responsibility imposed by law. The Board of Directors shall establish the Executive Committee set forth in Section 2 of this Article IV.

Section 2. Executive Committee.

- a. Composition – The Executive Committee shall consist of the Chair and Vice Chair of the Board (who shall act as Chair), the President/Executive Director, the Secretary and the Treasurer.
- b. Duties – The Executive Committee shall have power to transact all regular business of the corporation during the period between the meetings of the Board of Directors subject to any prior limitation imposed by the Board. The Executive Committee shall also serve as the Personnel Committee for the Board of Directors and shall have the authority and responsibility to hire, review, evaluate and terminate as needed the President/Executive Director and other staff members of the Authority.
- c. Meetings – The Executive Committee shall meet at the discretion of the Chair as often as necessary to accomplish its duties.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the directors of the corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

Section 4. Chairperson. One voting member of each committee shall be appointed Chairperson.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the voting Director of the whole committee shall constitute a quorum and the act of a majority of the voting committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE V.

**INDEMNIFICATION OF OFFICERS, DIRECTORS,
COMMITTEE PERSONS AND EMPLOYEES**

To the extent permitted by South Dakota law, the corporation may indemnify and hold harmless each officer, director, committee person or employee of the corporation against and from all loss, cost, and reasonable expenses hereafter incurred by him/her in the payment, settlement and defense of any claim, suit or proceeding brought against such person because such person is or has been such officer, director, committee person or employee, or because of

any action alleged to have been taken or omitted by him/her as officer, director, committee person or employee. The rights of indemnification and exoneration occurring under this Article may apply whether or not such person continues to be an officer, director, committee person or employee at the time any loss, cost or expense is suffered or incurred. Such rights shall not apply in relation to any matters as to which such officer, director, committee person or employee shall be adjusted in final judgment in such suit or proceeding to not have acted in good faith or in a manner which he reasonably believed to be in and not opposed to the best interests of the corporation, and if the suit or proceeding is a criminal one, when such officer, director, committee person or employee had reasonable cause to believe his/her conduct was unlawful.

ARTICLE VI.

LIMITATION ON ACTIVITIES

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

ARTICLE VII.

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President/Executive Director or a Vice President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII.

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep same at the registered or principal office of the corporation. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX.

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X.

GIFTS, DONATIONS AND CONTRIBUTIONS

Section 1. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation. Further, the Board of Directors is authorized to undertake such fund-raising activities as may be appropriate and authorized under the Articles of Incorporation in order to generate such contributions, gifts, bequests and devises.

Section 2. The Board of Directors shall also have the authority to mortgage, pledge and otherwise encumber the assets of the corporation in furtherance of its exempt purposes.

ARTICLE XI.

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the Non-Profit Corporation Act of South Dakota or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII.

AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the voting Directors present at any regular meeting or at any special meeting,

provided that at least ten (10) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting; provided further, that no amendment to Sections 3 and 4 of Article II or to this Article XII of these By-Laws shall be effective until such time as the By-Law amendment has been approved and ratified by a resolution adopted by the School Board of the Sioux Falls School District and the City Council of the City of Sioux Falls.