

**By-Laws  
of**

**MINNESOTA METRO NORTH TOURISM**

**ARTICLE I - OFFICE**

The principal and registered office of the Corporation shall be located within one of the cities whose lodging tax funds are administered by this Corporation and is hereby located at 10801 Town Square Drive in the City of Blaine, Minnesota, 55449.

**ARTICLE II - NAME**

The Corporation is established as Minnesota Metro North Tourism and shall do business under its assumed name, hereinafter to be identified as Twin Cities Gateway, or Twin Cities Gateway Visitors Bureau.

**ARTICLE III - MEMBERS**

**Section 1. Members of the Corporation**

The Members of the Corporation shall be the Cities of Anoka, Blaine, Coon Rapids, Fridley, Ham Lake, Lino Lakes, Mounds View, New Brighton and Shoreview which have passed a Lodging Tax Resolution for collection of Lodging Tax under Chapter 469.190 of the Minnesota Statutes and whose funds from such taxes are administered by this Corporation.

**Section 2. New Members**

Additional cities may be added as Members upon a majority vote of Board of Directors and municipal approval of Lodging Tax Resolution for collecting Lodging Tax under Chapter 469.190 of Minnesota Statutes.

**Section 3. Funding**

On the 15<sup>th</sup> day of each month, a Member City shall remit to the Corporation, for funding the Corporation, 95% of the lodging tax payments received by the Member City, less refunds, in the preceding month.

**ARTICLE IV – BOARD OF DIRECTORS**

**Section 1. Board of Directors.**

A. The Board of Directors shall be proportionately represented, based on the percentage of lodging fee contributions contributed by the Member City during the preceding year. Each Member City shall have at least one Board Member. For each additional 10%, or portion thereof, above the initial 10% of the overall contribution will entitle the Member City to one additional representative. The first Board Member appointed by the Member City shall be an elected or appointed municipal representative of that Member City. The second Board Member selected by the Member City will be from that community’s lodging industry. Any additional representatives shall be selected at the Member City’s discretion. The term of any Board Member appointed, or selected by a Member City shall immediately cease, without further action, upon the date of termination of membership of that Member City in the Corporation.

B. Member Cities added after the approval of these By-Laws will be allowed one (1) Board Member until the end of the first calendar year after being added and then the terms of Section 1. shall apply

**Section 2. At Large Board Members.**

The Board of Directors will also select four (4) additional At Large Members. At Large Members shall represent the lodging industry, organizations, or businesses from the Member Cities. At Large Board representatives shall be elected at the Board of Directors' Annual Meeting to be held during the month of March of each year.

**Section 3. Nomination of At large Candidates.**

Candidates for election to the Board of Directors At Large positions may be nominated by any Board Member. Names of candidates for election shall be submitted to the President, Secretary, Executive Director, or designated agent of the Corporation by first day of March each year.

**Section 4. Ex-Officio Representation.**

The National Sports Center shall be provided an Ex-Officio position on the Board of Directors. All Ex-Officio Board Members will receive notices of meetings and minutes. Any Ex-Officio Board Member may participate in discussions and serve on committees. Ex-Officio Board Members may not vote as a Board Member. The Board of Directors may add additional Ex-Officio Board positions upon a majority vote.

## **Section 5. Board Responsibilities.**

The government and policy-making responsibilities of Twin Cities Gateway shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, direct its affairs and establish policy. It shall be the obligation of the Board of Directors to insure representation on the Board and its committees from all appropriate stakeholders within its service area.

## **Section 6.. Resignation of Board Member.**

A Board Member may resign at any time by giving written or electronic notice of his or her resignation to the President or designated agent of the corporation. The resignation is effective when received by the Corporation, unless a later date has been specified in the notice.

## **Section 7.. Removal of Board Member.**

A Board Member may be removed from office, with or without cause, by the affirmative vote of a majority of the Board Members present at a duly held meeting; provided that not less than five (5) days' and not more than thirty (30) days' notice of such meeting stating that removal of such Board Member is to be on the agenda for such meeting shall be given to each Board Member.

## **Section 8. Replacement of Board Member.**

In the event of the death, removal or resignation of a Board Member, a successor to fill the unexpired term shall be appointed by the affected Member City in the manner prescribed in Section 1. The Board of Directors shall appoint a successor to vacant At Large positions.

## **ARTICLE V - OFFICERS**

### **Section 1. Composition.**

The officers of this Corporation shall be President, Vice President, Secretary, and Treasurer.

### **Section 2. Election of Officers.**

Officers shall be elected annually for terms of one (1) year by the Board of Directors at the Annual Meeting of the Members to be held in March each year. Any elected officer term may be extended by a vote of the Board of Directors.

### **Section 3. Vacancy.**

A vacancy in an office because of death, resignation or removal may be filled by the Board of Directors.

## **ARTICLE VI – DUTIES OF THE OFFICERS**

### **Section 1. President.**

The President shall be chief executive officer of the Corporation, shall have overall supervision of the business of the Corporation, and shall direct the affairs and policies of the Corporation, subject to such policies and directions as may be provided by the Board of Directors. The President shall preside at all meetings of the Board of Directors, as well as at Executive Committee meetings.

**Section 2. Vice President.**

The Vice President shall exercise and perform the duties of the President, in the President's absence and/or inability to serve. The Vice President shall also have such powers and shall perform such duties as may be assigned to him/her by the President or the Board of Directors.

**Section 3. Secretary.**

The Secretary shall attend all meetings of the members, Board of Directors and Executive Committee. The Secretary shall keep proper minutes of such meetings, give all required notices, keep membership records, and shall perform such other duties as may be assigned by the Board of Directors.

**Section 4. Treasurer.**

The Treasurer shall have charge and custody of all funds of the Corporation. The Treasurer shall keep an accurate account of all receipts and disbursements, deposit all monies in the name of the Corporation in such banks or depositories as the Board of Directors shall designate, disburse funds of the Corporation as directed by the Board of Directors and perform such other duties as may be assigned by them.

**ARTICLE VII - COMMITTEES**

**Section 1. Executive Committee.**

The Executive Committee shall be appointed by the Board of Directors and shall consist of the Officers set forth above and three (3) additional members elected annually. The

Executive Committee will consist of no fewer than four (4) municipal representatives of the Member Cities, who may or may not be officers of the Corporation and at least one (1) lodging facility representative. The Executive Committee will function and carry out Board duties and responsibilities between Board of Directors meetings, subject to the direction and control of the Board of Directors.

**Section 2. Others.**

Other Committees may be appointed by the President, and/or the Board of Directors as needed.

**ARTICLE VIII – EXECUTIVE DIRECTOR**

The Board of Directors shall determine the most appropriate way to handle the day to day operational needs of the Corporation. This may be through the hiring of an Executive Director or a contract with a qualified individual, company, or contractor. Such person or entity shall be responsible for the day-to-day functioning of the Corporation and may be entrusted with the duties and responsibilities of any of the officers, as determined by the Board of Directors.

**ARTICLE IX – MEETINGS**

**Section 1. Annual Meeting.**

A meeting of Members of the Corporation shall be held during February of each year at a time and place set by the Board of Directors.

**Section 2. Regular Meetings.**

The Board of Directors shall meet at least quarterly at a time and place selected by the President of the Corporation.

**Section 3. Executive Committee Meetings.**

The Executive Committee shall meet at the call of the President and at such other times that the business of the Corporation requires.

**Section 4. Notice of Meetings.**

Notice of Board of Director Meetings, along with the agenda, shall be distributed to each member at least five (5) days before the meeting date. Notice of Executive Committee meetings, along with the agenda shall be distributed to committee members at least three (3) days prior to the meeting.

**ARTICLE X – NOTICE OF MEETINGS**

**Section 1. Notice.**

Whenever, under the provisions of Minnesota Statutes, the Articles of Incorporation or these By-Laws, notice is required to be given to a Member, a Board Member or a member of a committee, such notice may be given in writing by depositing it in the United States Mail (first class postage prepaid) or by electronic mail (e-mail) or by facsimile for transmission addressed to such person as his or her address appears on the books of the Corporation or at his or her

business address. Notice shall be deemed at the time it is deposited in the United States mail or sent by e-mail, or facsimile. Such requirement for notice shall be deemed satisfied, except where written notice is required by law, if actual notice is received orally or in written form by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law or these By-Laws.

## **Section 2. Waiver of Notice.**

Whenever any notice is required to be given by Minnesota Statutes, the Articles of Incorporation, or these By-Laws, 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 thereto. Attendance by such a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, 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 Members, Board Members or committee members need be specified in any written waiver of notice unless so required by statute. Any meeting of Members of the Board of Directors or of a committee of the Board shall be a legal meeting without any notice thereof having been given if all Members, all Board Members or all committee members, as the case may be, are present.

## **ARTICLE XI – SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President, and shall be called upon written demand of any three (3) Board Members addressed to the President, to the

Secretary, Executive Director, or designated agent stating the object or purpose thereof. Notice of such meeting shall be mailed or electronically transmitted to each Board Member at least three (3) days before the date on which the meeting is to be held. The notice shall state the time, place and purpose of the meeting. The same provisions shall apply to Special Meetings for Members of the Corporation.

### **ARTICLE XII – QUORUMS**

A majority of all board members, as the case may be, shall constitute a quorum for the purpose of transacting business at any annual, regular or special meeting. The board members present at the meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

### **ARTICLE XIII – ELECTRONIC & PROXY VOTING**

On certain issues from time to time the Members or Board Members may be asked to vote electronically. If a vote is not received by the requested deadline, that Member's or Board Member's vote shall be considered a non-vote. All electronic voting shall be submitted with one of the following signature formats: /s/ Printed Name; Electronic Signature; or scanned signature block.

A Board Member, Officer, or committee member may vote by Proxy on agenda items only if the authorization for a Proxy vote is provided to the President, Executive Director, designated agent, or another Board Member prior to the meeting in which the vote(s) will be taken. Voting privileges will be waived if Proxy vote authorization is not received prior to the start of the meeting.

## **ARTICLE XIV- ACTION WITHOUT MEETING**

Unless otherwise restricted by Minnesota Statutes or the Articles of Incorporation, any action of Members, Board Members, committee thereof, or a designated agent may be taken without a meeting if a written consent thereto is signed by all members, all Board Members or committee members and such written consent is filed with the minutes of the meeting of Members, Board Members or committee, as the case may be.

## **ARTICLE XV - CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.**

### **Section 1. Contracts- How Executed.**

Except as otherwise provided in these By-Laws, the Board of Directors may authorize any officers, the Executive Director, or designated agent serving in this capacity, or any firms representing the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable peculiarly for any purpose or for any amount.

### **Section 2. Bids.**

The Corporation must exercise a bid or request for proposal process on projects which exceed dollar amounts determined by the Executive Committee and approved by the Board of Directors.

### **Section 3. Loans.**

No loan shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name unless authorized by the Board of Directors. When so authorized, any two (2) officers of the Corporation may execute and deliver promissory notes or other evidence of indebtedness of the Corporation, and as security for the payment of loans, advances, and liabilities of the corporation, any mortgage, pledge, or transfer real or personal property held by the corporation.

### **Section 4. Checks, Drafts.**

All checks, drafts, or orders for the payment of money issued in the name of the Corporation shall be signed by two (2) or more officers of the corporation in such manner as authorized by the Board of Directors.

### **Section 5. Deposits.**

All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks, trust companies, or other depositories as the Board of Directors may designate.

### **Section 6. Annual Budget**

The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors and submitted to a Member City's city council on or before the 1<sup>st</sup> day of October of the year proceeding the effective date of the budget. Such budget shall

detail specifically the uses to which monies shall be spent to carry out the purposes of the Corporation. Actual revenues generated may vary from the amount anticipated in the budget and for this reason the budget may be modified by a two thirds (2/3) vote of the Board of Directors without prior consent of the Member Cities.

### **Section 7. Financial Summary**

A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

## **ARTICLE XVI - OFFICER REMOVAL – RESIGNATION**

### **Section 1.**

Any officer may be removed either with or without cause by a two-thirds (2/3) vote of the whole Board of Directors.

### **Section 2.**

Any officer may resign at any time by giving written or electronic notice to the President, Secretary, Executive Director, or designated agent of the Corporation. Such resignation shall take effect on the date of the receipt of such notice or any later time specified therein.

## **ARTICLE XVII - BY-LAWS AMENDMENTS**

Amendments to these By-Laws may be adopted by Board of Directors at any meeting of the Board called for the purpose, and upon a two-thirds (2/3) affirmative vote. At least ten (10) days' notice shall be given to Board Members together with a copy of the proposed amendments.

### **ARTICLE XIII - FISCAL YEAR**

The fiscal year of the Corporation shall begin on January 1 of each year and end on December 31 of each year. It shall be the responsibility of the Board of Directors to adopt a budget for the forthcoming fiscal year. It shall be the responsibility of the Executive Director, designated agent, or Treasurer to refrain from engaging in or completing any action of any kind whatsoever which may result in the Corporation exceeding total budgeted expenditures for that fiscal year without first advising the President regarding the nature of the probable excess and having secured from the Board of Directors authorization to proceed.

### **ARTICLE XIX INDEMNIFICATION**

To the full extent permitted by the Minnesota Nonprofit Corporation Act as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suite or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a Board Member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the Board Members present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection

with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a Board Member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

#### **ARTICLE XX - FINANCIAL ACCOUNTING AND REPORTING**

The Officers of the Corporation and particularly the Executive Director, or designated agent shall adhere to all requirements set forth in Minnesota Statutes 477A relating to funds received from city lodging taxes, as well as the respective cities' accounting and reporting requirements.

#### **ARTICLE XXI – 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 members, Executive Committee, Board of Directors and committees having and exercising any of the authority of the Board of Directors and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member for any proper purpose provided reasonable notice has been given prior to the inspection.

#### **XXII-WITHDRAWAL**

A Member City may withdraw from membership in the Corporation at the end of a calendar year by providing written notice to the Corporation by June 30 of that calendar year. A Member City cannot be a member of the Corporation if it no longer has a Lodging Tax Resolution for collection of Lodging Tax under Chapter 469.190 of the Minnesota Statutes or whose funds from such taxes are not submitted to the Corporation in the manner prescribed in these By-Laws.

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By: Al Stauffacher

President

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Date