

Mayo Civic Center & Rochester Convention and Visitors Bureau Governance Board

Board Job Description

The City of Rochester is seeking board members, on behalf of the Mayo Civic Center (MCC) and Rochester Convention and Visitors Bureau organization (Corporation), to fulfill a critical governance role in the oversight of the Corporation that will sell, book and manage the MCC, serve as the official destination marketing organization, and advance visitor experience initiatives.

Overall Responsibilities. The board positions have fiduciary responsibilities. The notion of fiduciary is that a board member must act with the best interest of the new Corporation as his/her sole charge. These responsibilities will include the hiring and monitoring the overall performance of the President and overseeing the overall performance of the corporation. A fiduciary board member must exercise the highest standard of care and be consistently engaged in the new Corporation's success.

Qualifications. Directors shall be at least 18 years of age and shall demonstrate the Directors willingness to accept responsibility for governance and the Directors availability to participate actively in governance activities. Directors will be appointed based on business acumen; financial and budget knowledge; sales, marketing and data-driven measurement and analysis capabilities; industry expertise and experience and community leadership; and the willingness to assume accountability for the Corporation's success. Directors must live or work in the City of Rochester at all times during their respective terms.

Role & Duties. Board members will be expected to attend board meetings, with minimum attendance requirements of 80%, and prepare in advance to be well informed on the Corporation's performance.

Specifically, this Board will:

- Review and approve the Annual Budget
- Develop plans to increase non-tax revenues
- Hire, evaluate, support and supervise the President
- Review and approve the Annual Marketing Plan
- Recommend the Annual Capital Budget (for funding approval via City Council)
- Approve and monitor financial statements for the MCC
- Participate in the annual audit process
- Review and approve the annual sales and booking goals for the MCC
- Attend monthly meetings and one annual planning session
- Review and approve any policy documents that provide direction for the organization including the booking policy and visitor experience programs and services
- Monitor all performance measures included in the contract with the City of Rochester

The Board will focus its efforts in guiding the Corporation in accordance with the adopted Bylaws (attached) and contract between the City of Rochester and the Corporation.

Nominations

Board members will be approved by the Rochester City Council as recommended by the City Administrator.

BYLAWS OF

**Rochester Minnesota Convention and Visitors Bureau
A ROCHESTER, MINNESOTA NONPROFIT CORPORATION**

ARTICLE I – THE CORPORATION

Section 1. Name. The name of the organization shall be “Rochester Minnesota Convention and Visitors Bureau” (the “Corporation”). The Board of Directors may choose to use a trade name (DBA) for performing its business.

Section 2. Principal Office. The principal office of the Corporation shall be at 30 Civic Center Drive SE, Suite 200, Rochester Minnesota 55904 or at such other place as the Board of Directors shall designate.

Section 3. Purpose. The primary purpose of the Corporation is to be Rochester, Minnesota’s (the City’s) exclusive agent to sell, book and manage the Mayo Civic Center (“MCC”). In addition the Corporation will serve as the leader, convener and collaborator for destination marketing for the City.

To achieve this, the Corporation will:

(A) Partner and engage with hospitality and tourism groups, business and meeting planners, economic development groups, and local and regional community organizations to develop and deliver world-class experiences for visitors and community members alike.

(B) Identify the most effective opportunities and audiences to position the City as a destination for leisure, conventions, meetings, events and tradeshow.

(C) Engage and foster a spirit of partnership with local organizations (including but not limited to Art Center, Chamber of Commerce, Civic Theater, City Music Department, Library, Parks and Recreation, Rochester Downtown Alliance, RAEDI, Rochester Sports) to enhance community access to City-owned facilities through entertainment, sports, arts, culture and other events to foster a vibrant, desirable and engaged community.

(D) Sell, book and manage the MCC working with the local hospitality industry to generate economic impact.

(E) Ensure maintenance and appropriate capital funding are provided to support MCC operations.

(F) Identify and recommend facility enhancements to increase community access and economic impact by planning for appropriate capital funding or fundraising.

Section 4. Organization. The Corporation is formed and organized and shall be operated exclusively for nonprofit purposes within the meaning of Section 501(c)(6) of the Internal

Revenue Code and the statutes of the State of Minnesota, and as set forth in the Articles of Incorporation. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any private member or individual.

Section 5. Funding. The Corporation will be funded through direct operating revenue and a portion of the City’s hotel and lodging tax. The Corporation must maintain an operating and capital reserve with an expectation of annual contributions. The Corporation will be held accountable to the Rochester City Council for funding through a contractual relationship to reduce the City’s financial risk and to ensure the Corporation meets or exceeds the financial and service delivery outcomes; provides quality, expert and transparent management; and ensures conflict-free execution and performance.

ARTICLE II – MEMBERSHIP

Section 1. Membership. There shall be one classification of membership in the Corporation. Membership shall consist of the Board of Directors (hereinafter, the “Board”).

ARTICLE III – BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations set forth in the Articles of Incorporation and these Bylaws, the activities, property and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by, the Board. The Board may exercise all powers determined to be expedient and necessary for the fulfillment of the interests of the Corporation according to the Bylaws.

Section 2. Size and Composition. As required by the Articles of Incorporation, the Board of Directors of the Corporation shall consist of no more than nine (9) voting members. The initial Board shall consist of five (5) voting members, (each, a “Director”). The Board shall be comprised of Directors who possess expertise in the tourism and hospitality industry, financial industry, and culture and arts as further described in Section 3 “Qualifications”.

The number and qualifications of additional Directors may be increased from time to time by approval of the Board and the Rochester City Council.

Section 3. Qualifications. Directors shall be at least 18 years of age and shall demonstrate the Directors willingness to accept responsibility for governance and the Directors availability to participate actively in governance activities. Directors will be appointed based on business acumen; financial and budget knowledge; sales, marketing and data-driven measurement and analysis capabilities; industry expertise and experience and community leadership; and the willingness to assume accountability for the Corporation’s success. Directors must live or work in the City of Rochester at all times during their respective terms.

Section 4. Ex Officio Members. The following representatives will serve as Ex Officio, non-voting members of the Board:

- (A) President of the Corporation
- (B) Rochester City Administrator

Section 5. Fiduciary Responsibilities. The Board has a fiduciary responsibility to ensure the resources in the Corporation are aligned to achieve or surpass City Council contractually defined goals and metrics within the approved budget. The Board is responsible for hiring and overseeing the President of the Corporation who will be responsible for the execution of the contract. The Board is also responsible for developing and presenting an annual budget to the City Council and providing regular communication to the City Council.

Each Director shall discharge the duties of the position of Director in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a Director of the Corporation.

Section 6. Term. The initial Board of Directors will consist of five (5) members: Three (3) Directors will be appointed to serve an initial three (3) year term and two Directors will be appointed to serve an initial two (2) year term. Terms shall expire on the date of the annual meeting. Thereafter, terms of the Directors shall be three (3) years. Individual Directors shall be eligible to serve on the Board for not more than two (2) consecutive terms. In the event additional Directors are added up to the maximum of nine (9), terms shall be staggered accordingly. To remain in good standing, Directors must be in attendance for a minimum of 80% of Board meetings.

Section 7. Selection and Vacancies.

(A) The Board shall be appointed by the Rochester City Council at an open public meeting. The initial individuals serving on the Board will be recommended to the City Council by the City Administrator according to Article III, Section 3 “Qualifications.” All subsequent appointments shall be made by the City Council through an open recruitment process administered by the City Administrator.

(B) When a Director’s terms expires, the vacancy shall be filled by the Rochester City Council at its earliest convenience.

(C) In the case of vacancies occurring for reasons other than expiration of the term, said vacancies shall be filled for the balance of the unexpired term by the Rochester City Council.

(D) Directors shall retain their seats on the Board until successors are duly appointed.

Section 8. Resignations and Removals.

(A) **Removal.** A Director may be removed with or without cause by a majority vote of the entire Board. Any removal must be affirmed by the Rochester City Council at an open public meeting.

(B) **Resignation.** A Director may resign from the Board by providing written notice to the Chair of the Board and Secretary of the Board. Any such resignation shall be effective immediately upon such notice unless a specific date is agreed upon by the Board and the resigning Director. The Chair of the Board shall immediately inform the Rochester City Council of a Director's resignation.

(C) **Vacancies.** Any vacancy on the Board shall be filled by the Rochester City Council as previously described.

Section 9. Compensation. The Board is fiduciary and shall serve without compensation, but may be reimbursed for expenses actually and reasonably incurred in the performance of their official duties as approved by the Board. No loans or gifts of any kind shall be made by the Corporation to any Director.

Section 10. Conflict of Interest. Directors CANNOT be employees of, or have financial interest in, contractual vendors and competing facilities as defined by the City; direct recipients of hotel tax funds; or the spouse or family member of Corporation employee. At the Corporation's first official Board meeting, Directors shall adopt a Conflict of Interest policy to be signed by all Directors and the President. Prior to service on the Board by future Directors, each Director shall be provided with, shall acknowledge receipt of and sign the Corporation's Conflict of Interest policy. Said Conflict of Interest policy will be posted prominently on the Corporation's website and in the corporate office.

Section 11. Lobbying.

The Board and its employees are prohibited from lobbying or contracting with another firm to lobby on issues that are in conflict with City policies and priorities. All lobbying efforts must first be approved by the City Council.

Section 12. Procedure and Records. The Board shall keep regular agendas and minutes of its proceedings. Agendas for the Annual and Regular meetings shall be posted on the Corporation's website no less than 72 hours from the meeting start time. For Special meetings, agendas shall be posted on the Corporation's website no less than 24 hours from the meeting start time. The minutes shall be approved at a public meeting and posted on the Corporation's website.

Section 13. Meetings. Meetings of the Board of Directors of the Corporation and any committee of the Board of Directors are subject to Minnesota Open Meeting Laws, with the exception of closed session meetings. The Board may enter into closed sessions to discuss specific client and personnel matters. The meetings of the Board of Directors shall be held at dates, times and location as established by the Board and shall be held in Rochester, Minnesota. All meetings shall be noticed on the Board's website at the time they are noticed to the Directors and the City.

(A) **Initial Meeting.** The initial meeting of the Board shall be held on XXX.

(B) **Annual Meeting.** The Board shall hold an annual meeting. The annual meeting shall be held after at least 30 days notice to each Director and the City.

(C) **Regular Meeting.** Regular meetings of the Board shall be held monthly upon at least 7 days prior notice to each Director and the City.

(D) **Special Meeting.** Special meetings of the Board shall be held upon the request of the President, as allowed by Minnesota Law.

Section 13. Voting. The vote of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by statute, the Articles of Incorporation or these Bylaws, in which case the act of such greater number shall be required to constitute the act of the Board. Directors shall vote in person. Each Director shall be entitled to one (1) vote on each matter submitted to a vote of the Board.

Section 14. Quorum. At all meetings of the Board, the presence of at least a majority of the Directors with voting rights shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws, in which case the act of such greater number shall be required to constitute the act of the Board.

ARTICLE IV – OFFICERS, PRESIDENT AND EMPLOYEES

Section 1. Officers. The Officers of the Corporation shall be a Chair of the Board, Vice-Chair, and Treasurer (hereinafter, each individually an “Officer” and collectively “Officers”). The Board of Directors at the Corporation’s first meeting shall nominate and elect the Officers of the Corporation. Thereafter the Board of Directors shall nominate and elect Officers of the Corporation at the Annual Meeting.

Section 2. Committees. The Board may create committees at will to study specific topics related to the Corporation’s purpose. Any decisions related to the Corporation’s direction that comes out of any committees must be made at a full Board meeting subject to Minnesota Open Public Meetings.

Section 3. Duties of Corporation Officers. The officers of the Corporation shall have the following duties:

(A) The “**Chair of the Board**” shall preside at all meetings of the Board; shall report on the activities of the Corporation at each meeting of the Corporation; and shall perform any additional duties as may be assigned by the Board.

(B) The “**Vice-Chair**” shall preside at all meetings of the Board in the absence of the Chair of the Board; and shall perform such additional duties as assigned by the Board.

(C) The “**Treasurer**” shall see to the financial reports of the organization in coordination with the President; and shall report on the Corporation’s financials to the Board in regular meetings, including an annual financial report to the Board.

The President of the Corporation shall serve as the Secretary of the Board. The Secretary position is considered a non-voting member of the Board.

Section 4. Resignations, Removal, and Vacancies. Officers of the Corporation remain subject to the resignation, removal, and vacancies provisions of Article III, Section 7 and 8 of these Bylaws.

Section 5. President.

(A) The President shall be selected, hired and terminated by majority approval of the Board of Directors. The President will serve as the Chief Executive Officer of the Corporation and Secretary of the Board. Operating under the control and direction of the Board, the President shall have full executive and administrative authority to manage, supervise, and conduct the operations of the Corporation, provided that the President exercise of such authority shall at all times be subject to and consistent with these Bylaws and the policies, procedures, programs, and directives from time to time adopted and/or prescribed by the Board.

(B) Qualifications for the President shall be determined by the Board of Directors. The President shall not be an Officer or Director of the Corporation, but shall be an employee of the Corporation. The President is Ex Officio (non-voting member) of the Board. The Board shall fix the salary and other compensation of the President, who shall serve at the will of the Board.

(C) The President shall develop an annual strategic marketing, sales and operations plan with budget (the “Annual Plan”) to achieve desired metrics and performance goals within a specified budget as outlined in the City of Rochester’s contract with the Corporation.

(D) The President will adhere to the requirement for full transparency and reporting to the Board, the Rochester City Council and to the public at-large. The President will present the Annual Plan to the Board at the annual meeting and to the Rochester City Council. The President will provide quarterly progress updates as well as a year-end summary of execution performance to the Rochester City Council. The President will employ transparent reporting capabilities to continually share economic impact, fiscal performance and community impact.

(E) The President will partner with other organizations to leverage resources, reduce duplication and enhance community access to the MCC and other City-owned facilities, programs and events.

(F) The President will develop and implement a customer satisfaction program.

Section 7. Employees. With the approval of the Board, the President is responsible for building and leading a high-performance team. The President shall hire and terminate all employees of the Corporation, and shall set all employee job responsibilities and compensations in accordance with Board approved job descriptions and an approved budget, unless a third-party operator is contracted with for specific services.

ARTICLE V – CONTRACTS, BANK ACCOUNTS AND LOANS

Section 1. Contracts. The Chair of the Board shall sign all contracts and other instruments affecting the operation of the Corporation subject to approval of the Board. In absence of the Chair of the Board, the Vice-Chair shall be authorized to execute and deliver any instrument, which has had the prior approval of the Board. The Board may authorize the President to execute contracts on behalf of the organization and the Chair of the Board. Absent Board approval, 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 pecuniary for any purpose or for any amount.

Section 2. Loans. No loans, including lines of credit, shall be contracted on behalf of the Corporation, and no negotiable paper shall be issued in its name.

Section 4. Disbursements. Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval by the Board. Two signatures are required on all disbursements exceeding \$5,000; the two signatures required include the President and the Treasurer; however, in the absence of the Treasurer, the Chair of the Board is authorized to provide the second signature.

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 may designate.

ARTICLE VI – INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director, or employee of the corporation against

all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which the Director or employee may become involved by reason of the Director or employee service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which the Director or employee shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article. The Corporation's obligations under this Article shall be reduced by the amount of any insurance which is available to any such person whether such insurance is purchased by the Corporation or otherwise. The right of indemnity created herein shall be personal to the director, officer, employee or other person and their respective legal representatives, and in no case shall any insurance carrier be entitled to be subrogated to any rights created herein.

ARTICLE VII -- MISCELLANEOUS

Section 1. Actions Requiring Eighty (80%) Percent Approval of Board of Directors. Notwithstanding anything contained in these Bylaws to the contrary, the approval of 4/5 of the members of the Board of Directors shall be required for any of the following actions by the Corporation with approval by the Rochester City Council:

- (A) Any amendments to the Corporation's Articles of Incorporation or these Bylaws.

- (B) The sale, pledge, lease, or other transfer of the assets of the Corporation other than transactions occurring in the ordinary course of business.
- (C) The adoption of the Corporation's annual strategic marketing, sales and operations plan, including budget, goals and performance metrics.
- (D) Amend, alter or repeal these Bylaws or any provision thereof, and may from time to time make additional Bylaws with the approval by the Rochester City Council.
- (E) Any merger, dissolution or liquidation of the Corporation.

Section 2. Fiscal Year. The fiscal year for the Corporation shall commence on January 1 and end on December 31.

Section 3. Gifts. The Board and Corporation employees may not accept, on behalf of the Corporation or individually, any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 4. Non-Discrimination. The Corporation shall be an equal employment opportunity employer and shall practice similar non-discrimination in the conduct of its affairs.

Section 5. Dissolution. The duration of the Corporation shall be perpetual, except that it may be dissolved in accordance with law with the approval of the Board and the Rochester City Council. Upon dissolution, the Directors shall, after payment of all of the liabilities of the Corporation, return all assets to the City of Rochester.

Section 6. Notices. Whenever, under the provisions of the Bylaws, notice is required to be given to any Directors or Officers, it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office box or letter box, postage prepaid, addressed to each Director or Officer at such address as appears on the books of the Corporation. Any Director or Officer may waive any notice required to be given under these Bylaws.

Section 7. 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. All records shall be considered public according to Minnesota Statutes.

Section 8. Force and Effect of By-Laws. In respect to all questions concerning construction of the By-Laws, the decision of the Board shall be final and conclusive and binding upon all persons unless Rochester City Council approval is required according to the Bylaws.