Attachment 4

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BY-LAWS

ARTICLE I – OFFICE

Principle office of the Rochester MN Convention & Visitors Bureau (hereinafter, the "Corporation") shall be located in Rochester, Minnesota.

ARTICLE II – NAME

The Corporation may do business under the name ROCHESTER, MINNESOTA CONVENTION AND VISITORS BUREAU or RCVB.

ARTICLE III –FUNDING

The City of Rochester will provide funding pursuant to the agreement between it and the Corporation.

ARTICLE IV – MEMBERSHIP

The membership shall consist of the Board of Directors (hereinafter, the "Board").

ARTICLE V – BOARD

Section 1. General Power

The property and business of the Corporation shall be managed by the Board, which may exercise all such powers and do all such lawful acts and things as are not prohibited by statute, the Articles of Incorporation, or these By-Laws.

Section 2. Size & Composition

The Board shall consist of no less than 15 and no more than 20 voting members. The Board must provide broad representation of the business and citizen interests affected by the tourism and marketing efforts of the Corporation. The individual appointments made to the Board are not subject to review and approval of the Rochester City Council. One of the officer positions of the Board shall be filled at all times by a member of the Rochester City Council who is appointed to the Board by the Rochester City Council. Other Board positions are appointed pursuant to the operations agreements with the Rochester Amateur Sports Commission, Rochester Park & Recreation Department, The City of Rochester and the Mayo Civic Center Commission.

Section 3 Term

Each member shall hold office for a term of two years until his or her successor is appointed or until his or her death, resignation, or removal in the manner hereinafter provided.

The two-year term of each member shall commence on January 1. Terms shall be staggered so that one-half of the terms will expire each year. Reappointments to the Board for an additional two-year term is not prohibited and is left to the discretion of the appointing body.

Section 4. Officers

Officers are selected as provided in Article VII section 1.

Section 5. Ex Officio Members

The following will serve as Ex Officio, non-voting members of the Board and of the Corporation:

- The Executive Director of the Corporation.
- The Rochester City Administrator.
- The Superintendent of Parks and Recreation.
- The Manager of the Mayo Civic Center.
- The Executive Director of the Rochester Amateur Sports Commission.

Section 6 Vacancies

All vacancies in the Board caused by death, resignation, or removal shall be filled for the unexpired portion of the term by the action of the appointing body. If the appointing body does not appoint a representative within 60 days of notification of the vacancy, then the Board may make the appointment to fill the vacancy.

Section 7. Resignation

Any member may resign at any time by giving written notice to the Chair or Executive Director of the Corporation. Such resignations shall take effect at the date of receipt of such notice or at any later time specified in the resignation. The acceptance of such resignation shall not be necessary to make it effective.

Section 8. Removal

The Board, by majority vote of the entire Board, at a special meeting called for that purpose, may remove a member of the Board with or without cause with the exception of representatives appointed from the members of the Rochester City Council & Rochester Amateur Sports Commission. In cases where a member appointed by an organization is removed from the Board by the Board, the Board shall request that a new appointment be made by that organization. If a new appointment is not made within 60 days of notification of the removal, the Board may make the appointment pursuant to Article V, Section 4.

Section 9. Regular Meetings

Regular meetings of the Board will be held at dates and times to be established by the Board.

Section 10. Special Meetings

Special meetings of the Board may be called by the Chair and shall be called upon written demand of any three members addressed to the Chair or to the Executive Director, stating the object or purpose thereof. Notice of such meeting shall be as provided in Article IV Section 1 below and must be received by members at least three days before the special meeting. Said notice shall state the time, place, and purpose of the special meeting.

Section 11. Board Quorum and Manner of Acting

One-Half of the Board shall constitute a quorum for the purpose of transaction business at any regular or special meeting. Ex Officio members cannot be counted for the purpose of determining a quorum.

Section 12. Action Without Meeting

Unless otherwise restricted by statute or the Articles of Incorporation any action of the Board, or of any committee thereof, may be taken without a meeting, if a written consent thereto is signed by all members of the Board or such Committee. Such written consent is to be filed with the minutes of the Board or Committee.

ARTICLE VI – NOTICES

Section 1. Manner or Notice

Whenever under the provisions of the statutes, the Articles of Incorporation, or these By-Laws, notice is required to be given to a member of the Board or any member of a committee, such notice may be given in writing by e-mail, facsimile, depositing it in the United States mail, first class postage prepaid, addressed to such person as his or her address appears on the books of the Corporation or at his or her business address, or by hand delivery. Notice shall be deemed given at the time it is deposited in the United States mail or if by e-mail, facsimile, or hand delivery, when it is received. Such requirements for notice shall be deemed satisfied, except where written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance as three days.

ARTICLE VII - OFFICERS

Section 1. Number

The officers of this Corporation shall be a Chair, Chair-Elect, Vice-Chair, Treasurer, and Past Chair (hereinafter, each individually an “Officer” and collectively the “Officers”).

Section 2. Election and Term of Office

The Officers of the Corporation shall be elected annually for terms of one year by the Board, said terms extending from the January meeting through the December meeting the same calendar year. Each Officer shall continue to hold such office until his or her successor shall have been duly elected, qualified, and shall have entered upon the discharge of his or her duties, or until he or she shall have died, resigned, or shall have been removed in the manner hereinafter provided. The Vice-Chair position shall be filled at all times by one of the member of the Board appointed by the Rochester City Council.

Section 2.5 Executive Board

The Executive Board shall consist of the following: the Officers, the Executive Director of the Corporation (non-voting seat), a member of the Rochester Amateur Sports Commission, one at-large voting member and the Chairman of the Mayo Civic Center Commission. The Executive Director shall serve as Secretary. No spouse or family member of Corporation employee may serve in any capacity on the Board.

Section 3. Removal and Resignation

Any Officer may be removed with or without cause by a majority vote of the whole Board. Any Officer may resign at any time by giving notice as provided in Article VI section 1 to the Chair or Executive Director of the Corporation. Such resignation shall take effect at the date of receipt of such notice or any later time specified therein, and the acceptance of such resignation shall be necessary to make it effective.

Section 4. Vacancies

A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled for the unexpired portion of the term by the Board.

Section 5. Salaries

No compensation shall be paid to any Officer. Officers may be paid a reasonable allowance for actual expenses incurred in the business of the Corporation with the approval of the Board.

Section 6. Nomination of Officers

The Chair shall appoint a Chair and three other members to serve on a nominating committee that will nominate members of the Board to fill Officer positions. Said nominating committee shall be appointed at or before the regular meeting in October so that action can be taken on the nominations at the December meeting, or as soon thereafter as possible.

Section 7 Chair

The Chair shall serve as the chief elected officer of the Corporation and shall preside at all meetings of the Board. The Chair shall sign all deeds, contracts, and other instruments affecting the operation of the Corporation subject to approval of the Board. The Board may authorize the Executive Director to execute contracts on behalf of the organization and the Chair.

Section 8. Chair-Elect

The Chair-Elect shall exercise the powers, authority, and perform the duties of the Chair in the absence of the Chair

Section 9. Vice-Chair

The Vice-Chair shall exercise the powers, authority, and duties of the Chair in the absence of the Chair and the Chair -Elect.

Section 10. Treasurer

The Treasurer shall provide oversight over the financial aspects of the Corporation. The Treasurer shall cause an annual audit to be made of all financial operations of the Corporation during the past year, and shall present a final report of financial conditions to the Board at the January meeting. The Treasurer responsibilities include monitoring the staff's adherence to the established budget.

Section 11. Executive Director

The Executive Director is hired by and serves at the pleasure of the Board. The Executive Director shall be the chief administrative and executive officer of the Corporation, with responsibility for the day to day functioning of the Bureau, and to whom all other employed personnel shall report. The Executive Director shall serve as Secretary to the Board, and cause to be prepared notices, agendas, and minutes of meetings of the Board. The Executive Director shall perform such responsibilities as may be assigned to him or her by the Board, including, but not limited to:

- Overseeing all financial aspects of the Bureau and providing administrative management of its operations.
- Preparation of monthly financial statements for the review of the Board.
- Preparation, oversight, and implementation of an annual budget and work program.
- Preparation of special reports on such matters as is requested by the Board.
- Supervision of the Corporation's employed staff, including the authority to hire and fire.

Section 12. Past-Chair

The Past-Chair shall exercise the power, authority, and perform the duties of the Chair in the absence of the Chair, the Chair-Elect, and the Vice-Chair.

Section 13. Progression of Officers

There shall be an orderly progression of Officers from Chair-Elect to Chair and to Past-Chair.

ARTICLE VIII – CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 1. Contracts, Etc. – How Executed

Except as otherwise provided in these By-Laws, the Board may authorize the Chair and one other Officer of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the

Corporation which has been approved by the Board. In the absence of the Chair, two signatures from among the Chair-Elect, Vice-Chair, and the Treasurer shall be authorized to execute and deliver any instrument, which has had the prior approval 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 loan shall be contracted on behalf of the Corporation, and no negotiable paper shall be issued in its name unless authorized by the Board, and unless it is also approved by the Rochester City Council. When so authorized, the Chair one other Officer of the Corporation may execute and deliver promissory notes or other evidences of indebtedness of the Corporation, and as security for the payment of loans, advances, and liabilities of the Corporation, and may mortgage, pledge, or transfer real or personal property held by the Corporation.

Section 3. Checks, Drafts, Etc.

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval by the Board. Disbursement shall be made by check. Two signatures are required on all checks exceeding $500; the two signatures are required to include the Executive Director and the Treasurer, however, in the absence of the Treasurer, any other Officer is authorized to provide the second signature.

All bills or expenses shall be submitted to the Board for approval and ratification, except the items definitely set out and provided for in the approved budget for the year.

Section 4. 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 IX – COMMITTEES

Section 1. Board May Appoint

The Corporation may function through, with the advice of, or in other manner be served by standing or temporary committees as may be appointed by the Board from among its members.

The duties and functions such committees and the number of members and term thereof shall be such as the Board shall prescribe.

Section 2. Quorum and Manner of Acting

The presence of a majority of members of any committee shall constitute a quorum for the transaction of business at any meeting of such committee.

ARTICLE X – 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 Executive Director and Treasurer to refrain from engaging in or completing any action of any kind whatsoever which may result in the Corporation exceeding the budget without first advising the Board by a written statement regarding the nature of the probable excess and having secured from the Board approval to proceed.

ARTICLE XI – AMENDMENTS

Amendments to these By-Laws may be adopted by the Board at any meeting of the Board called for that purpose upon receiving a two-thirds vote. At least five days notice shall have been given to Board members regarding the meeting and proposed amendments.