

March 12, 2019

THIRD AMENDED AND RESTATED
BYLAWS

OF
SAINT PAUL RIVERCENTRE CONVENTION &
VISITORS AUTHORITY

ORIGINALLY ADOPTED: September 14, 2005
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AMENDED AND RESTATED BYLAWS
OF
SAINT PAUL RIVERCENTRE CONVENTION & VISITORS
AUTHORITY

ARTICLE I. NAME.

The name of this Corporation is SAINT PAUL RIVERCENTRE CONVENTION & VISITORS AUTHORITY. This Corporation was formed pursuant to the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, and is authorized to do business under 2005 Minn. Laws, Chapter 152, Art. 1, Sections 1 and 38. This Corporation may also do business under trade names to be determined by the Board of Directors. By way of example, and for illustrative purposes only, trade names such as “Convention and Visitors Bureau” or “RiverCentre” may be used.

ARTICLE II. OFFICE.

The principal office of this Corporation shall be located in the City of Saint Paul, Minnesota, as the Board of Directors, from time to time, may designate by resolution.

ARTICLE III. MEMBERS.

SECTION 1. Membership. The Members of this Corporation shall be those persons, corporations, associations or firms which have been approved for membership in accordance with policies and procedures established by the Board of Directors; whose dues are paid; and who are otherwise in good standing as determined by the Board of Directors. Notwithstanding the provisions of the prior sentence, the Mayoral Directors and Council Directors, as described in Article IV, Section 2 herein, shall be Members of this Corporation. The corporations, associations or firms which employ Mayoral Directors and Council Directors shall not be considered Members, unless they otherwise become Members as provided in this Article III.

SECTION 2. Members. Any person, corporation, association or firm interested in the general purposes and objectives of this Corporation may be eligible for membership.

SECTION 3. Honorary Membership. The Board of Directors, in its sole discretion, may elect as honorary Members any person, corporation, association or firm which has made an outstanding contribution to the general prosperity of the greater Saint Paul, Minnesota metropolitan area as a center for tourism, conventions, exhibitions, shows and related activities. Honorary Members shall have no vote.

SECTION 4. Election of Members. Any eligible person, corporation, association or firm may apply for membership by written application. The written application shall state the name, address and occupation of the applicant and, if a corporation, association or firm, the name of the individual who shall represent such organization. A person or organization shall not be deemed to be a Member of the Corporation unless and until the person or organization

has been accepted as a Member in accordance with policies and procedures established by the Board of Directors.

SECTION 5. Duration of Membership. Membership in this Corporation may be terminated by voluntary withdrawal as herein provided or otherwise in conformity with these Bylaws. Any Member, by giving written notice to the President of this Corporation of such intention, may withdraw from membership. Such written notice shall be presented to the Corporation. Withdrawal shall be effective upon presentation of such written notice to the Corporation

Each Mayoral Director and each Council Director shall be a Member only for the duration of his or her term as a member of the Board of Directors. Upon termination from the Board of Directors, he or she shall cease to be a Member, but may continue, either as a dues paying Member as provided in Article III, Section 1, herein, or as an Honorary Member as provided in Article III, Section 3 herein.

SECTION 6. Dues Schedule. The annual dues of each Member will be in accordance with the dues schedule adopted from time to time by the Board of Directors. The Mayoral Directors, the Council Directors and the Honorary Members shall be exempt from the payment of dues.

SECTION 7. Payment Date. Dues shall be payable on a schedule adopted from time to time by the Board of Directors. Members who have failed to pay their dues within sixty (60) business days from the time the same became due shall be notified. If payment is not made within the next succeeding twenty (20) business days, such Members may be terminated or suspended by the Executive Committee without further written notice and thereupon shall forfeit all rights, benefits and privileges of membership. The Executive Committee, in its sole discretion, may extend the time for payment of dues and continue the membership of any Member upon request for good cause shown.

SECTION 8. Suspension or Termination. Except for Mayoral Directors and Council Directors, any membership may be suspended or terminated for cause by the Executive Committee. Members who are Mayoral Directors and Council Directors may be suspended or terminated for cause by only the Mayor of the City of Saint Paul, Minnesota. Sufficient cause for such suspension or termination of membership shall include, but is not be limited to: (a) a substantive violation of the Amended and Restated Articles of Incorporation, these Bylaws or any rule or practice adopted by this Corporation; (b) a violation of law; (c) failure to pay dues as provided in Article III, Sections 6 and 7, herein; or (d) any other conduct that does not promote the objectives of this Corporation or the common good and benefit of the City of Saint Paul, Minnesota community. Membership decisions under this Section 8 may be appealed to the Board of Directors at the next scheduled Meeting of the Board of Directors. The appeal shall be in writing, and shall be provided to the President within five (5) business days of the receipt of the decision of the Executive Committee. Suspension and termination by the Mayor of the City of Saint Paul, Minnesota, are not appealable.

SECTION 9. Annual Meetings. There may be an Annual Meeting of the Members of this Corporation each year, at such date, time and place as may be fixed by the Executive

Committee, or at such other date, time and place as ordered by the Board of Directors. Written notice of the date, time and place of such Meeting shall be provided in writing by the Secretary to the last known address of each Member at least ten business days prior to the date of the Annual Meeting.

SECTION 10. Special Meetings. The Chair, or in the absence of the Chair, the Vice Chair, may, in the Chair's sole discretion, call a Special Meeting of the Members at any time. Written notice of any Special Meeting shall state the date, time and place and purpose thereof and shall be given to all Members at least five business days prior to the date of the Special Meeting.

SECTION 11. Powers of Members. Unless otherwise required by Minnesota law, the Members shall not have the right to vote.

SECTION 12. Member Participation. Members participating in activities, except any Member's participation as a Mayoral Director, Council Director or Member Director, do so in their personal capacity, including those Members who may be representatives of their professional organizations or employer.

SECTION 13. Sole Discretion. Except as provided in Article III, Section 8 herein, the Board of Directors shall retain sole discretion over all membership issues, including, without limitation, the suspension or termination of membership.

ARTICLE IV. BOARD OF DIRECTORS.

SECTION 1. Designation of Board of Directors. The affairs of the Corporation shall be managed by a Board of Directors (hereinafter the "Board").

SECTION 2. Composition of Board of Directors. The members of the Board of Directors shall be elected by the Board. The Board of Directors shall consist of nineteen (19) persons:

- (a) Ten (10) Directors shall be designated by the Mayor of the City of Saint Paul, Minnesota, with the approval of the members of the City Council ("Mayoral Directors");
- (b) Three (3) Members of the City Council of the City of Saint Paul, Minnesota, shall be designated by the Mayor of the City of Saint Paul, Minnesota, ("Council Directors"); and
- (c) Six (6) Directors ("Member Directors") shall be recommended by a Nominating Committee, which shall be established pursuant to Article VI, Section 1 herein, the Board of Directors shall designate Member Directors from the list of names presented by the Nominating Committee. To be a Member Director the person must be a Member or an employee of a Member.

SECTION 3. Term of Office. The term of each Director shall be three (3) years ending, respectively, on December 31 except that the term of a Council Director shall terminate upon the expiration of his or her term as a member of the City Council of the City of Saint Paul, Minnesota, if earlier than three (3) years. The terms of the Directors shall be staggered so that approximately one-third (1/3) of such Directors' terms shall expire each year. Each term shall continue until his or her successor shall be designated and qualified or until his or her death, resignation or removal from the Board of Directors. A Director who is appointed to separate terms as a Mayoral, Member and/or Council Director cannot serve more than a total of two (2) full terms, except a Director elected as Board Chair or Immediate Past Chair may serve in that position for up to three (3) full terms.

SECTION 4. Director Vacancies. All vacancies may be filled for the remainder of the unexpired portion of the term by the appropriate designating authority as provided in Article IV, Section 2 herein.

SECTION 5. Director Removal or Resignation. A Director may be removed as follows:

- (1) A Mayoral Director and Council Director may only be removed and replaced by the Mayor of the City of Saint Paul at any time, with or without cause.
- (2) Any other Director may be removed from office, with or without cause, by the affirmative vote of a majority of the voting Directors 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 Director is to be on the agenda for such meeting shall be given to each Director.

Any Director may resign at any time by giving written notice to the Chair or Secretary and shall take effect at the date of receipt of such written notice or at a later time specified in the resignation.

SECTION 6. Salaries. No compensation shall be paid to any Director. Directors may be paid a reasonable allowance or reimbursement for actual expenses incurred in the business of this Corporation as determined by the Board of Directors.

SECTION 7. Reliance Upon Records. Every Member, Director or member of any Committee, in the performance of his or her duties, shall be fully protected in relying in good faith upon the books of accounts or records of this Corporation made by any of its Officers or this Corporation's staff or consultants, including, but not limited to, attorneys and accountants, which may be called upon from time to time to provide information or advice to this Corporation.

ARTICLE V. BOARD OF DIRECTORS MEETINGS.

SECTION 1. Quorum. A majority of the Board of Directors shall constitute a quorum for all purposes, but a lesser number may adjourn a Meeting from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Board of Directors upon a vote of a majority of the quorum participating in the vote, except as otherwise required by Minnesota law or in these Bylaws.

SECTION 2. Manner of Acting. Except as otherwise required by law, the Board of Directors shall take action by the affirmative vote of a majority of the Directors present at a duly held meeting. Voting by proxy is not permitted. The Chair and all the members of the Board of Directors present shall be entitled to vote.

SECTION 3. Annual Meetings. The Annual Meeting of the Board of Directors shall be held at a date and time prescribed by the Board of Directors. At the Annual Meeting, the Board of Directors shall: (a) elect Officers; (b) set the date time and place of Regular Meetings; and (c) conduct other business, as necessary.

SECTION 4. Regular Meetings. The Board of Directors shall hold its Regular Meetings at a date and time each month throughout the year as set by the Board of Directors. Regular and Special Meetings shall be held at the principal office of this Corporation unless a different location of said Meeting is specified in a written notice to the Board of Directors.

SECTION 5. Special Meetings. Special Meetings of the Board of Directors may be called by the Chair or any three (3) Directors by a writing filed with the President who shall mail, send via facsimile or electronic mail, or personally deliver to all Directors written notice of the time and place of such Meeting at least five (5) business days before the Meeting. The written notice shall state the date, time, place and purpose of the Special Meeting. No business shall be considered unless specified in the written notice. Upon the consent of a majority of the Directors participating in the vote, any provisions of this Section 5 may be waived, unless otherwise required by Minnesota law or these Bylaws.

SECTION 6. Notice. Notice of any meeting of the Board of Directors shall be given at least five (5) days prior to the date of the meeting by written notice mailed to each Director at his or her business address, or by notice delivered personally or by facsimile. Notice may also be given by a form of electronic communication consented to by the Director to whom the notice is given. Consent by a Director to notice given by electronic communication may be given in writing or by authenticated electronic communication. The Corporation is entitled to reply on any consent so given until revoked by the Director, provided that no revocation affects the validity of any notice given before receipt by the Corporation of revocation of the consent. Electronic notice is deemed given:

- (a) If by facsimile communication, when directed to a telephone number at which the Director has consented to receive notice;

- (b) If by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice;
- (c) If by posting on an electronic network on which the Director has consented to received notice, together with separate notice to the Director of the specific posting, upon the later of: (i) the posting; and (ii) the giving of the separate notice;
- (d) If by any other form of electronic communication by which the Director has consented to receive notice, when directed to the Director.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The notice need not state the purpose of the meeting.

SECTION 7. Waiver of Notice. Any Director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws before, at or after that meeting, and such waiver when signed and filed as hereinafter provided, shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a Director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

SECTION 8. Action Without a Meeting. Any action which may be taken at a Meeting of the Board of Directors may be taken by a writing signed or consented to by authenticated electronic communication by the number of Directors required to take the same action at a Meeting of the Board of Directors at which all of the Directors were present. All Directors must be notified of the text of the proposed written action prior to the signing, or consent by authenticated electronic communication. Such action by written consent or authenticated electronic communication shall have the same force and effect as a vote of a majority of the Directors taken at a Meeting. The written action is effective when signed or consented to by authenticated electronic communication by the directors, unless a different effective time is provided in the written action. As used in these Bylaws, the term “authenticated electronic communication” means any form of communication, not directly involving the physical transmission of paper, that:

- (a) creates a record that may be retained, retrieved and reviewed by the recipient of the communication;
- (b) may be directly reproduced in paper form by the recipient through an automated process;
- (c) is delivered to the Corporation’s principal place of business or to an officer or agent of the Corporation authorized by the Corporation to receive the communication; and

- (d) sets forth information from which the Corporation can reasonably conclude that the communication was sent by the purported sender.

SECTION 9. Meeting by Remote Communication. When it is determined that an in-person meeting is not practical or prudent because of a health pandemic or an emergency, and as prescribed in Minn. Stat. Section 13D.021, any meeting among directors may be conducted solely by one or more means of remote communication through which all of the voting directors may participate in the meeting, if the same notice is given of the meeting as required by these Bylaws, and if the number of voting directors participating in the meeting is sufficient to constitute a quorum at the meeting. A director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that director, other directors so participating, and all voting directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting. As used in these Bylaws, “remote communication” means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

SECTION 10. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board of Directors Meeting to another time and place consistent with Minnesota law. Written notice of the time and place of holding an adjourned Meeting need not be given to absent Directors if the time and place are fixed at the Meeting adjourned, except as provided in the next sentence. If the Meeting is adjourned for more than twenty-four (24) hours, written notice of any adjournment to another time and place shall be given prior to the Directors who were not present at the time of the adjournment.

SECTION 11. Record of Meetings. There shall be prepared written Minutes of all Annual, Special and Regular Meetings of the Board of Directors. Audio and video recording of any Meeting of the Board of Directors shall be in the discretion of a majority of the Directors attending any such Meeting.

ARTICLE VI. COMMITTEES.

SECTION 1. Standing Committees. This Corporation shall have the following Standing Committees: Executive Committee and Nominating Committee. Other Standing Committees or Committees may be established as the Board of Directors may from time to time deem necessary. The President may serve as a non-voting ex-officio member of any Standing Committee. All appointments of Directors to Committees shall be made by the Chair. The Committees shall report all recommendations to the Board of Directors for further action.

SECTION 2. Executive Committee. The Executive Committee shall be comprised of the Immediate Past Chair[s], the Chair, the Vice Chair, the Treasurer, the Secretary and additional members as appointed by the Chair and approved by the Board of Directors so that the total number does not exceed seven (7). The President shall not be a member of the Executive Committee, but shall be a non-voting ex-officio member of the Committee.

It shall be the duty of this Committee to hold Meetings as directed by the Chair, to prepare the agenda for Annual, Regular and Special Meetings of this Corporation, to approve decisions for this Corporation when necessary between Regular Meetings, and to review and recommend to the Board of Directors the approval of financial and budget reports of this Corporation, including matters involving the transfer of funds.

SECTION 3. Nominating Committee. The Nominating Committee shall consist solely of Member Directors, a majority of whom will serve on the Committee. The Nominating Committee shall consult with this Corporation's Director of Membership. The Nominating Committee shall recommend Member names to the Board of Directors.

SECTION 4. Term of Office. The chair of a Committee and each member of a Standing Committee shall serve for terms of one (1) year or until his or her successor is appointed, or until such Committee is sooner terminated or until he or she is removed, resigns, or otherwise ceases to qualify as a member of the Committee.

SECTION 5. Vacancies. Vacancies may be filled for the remainder of the unexpired portion of the term in the same manner as provided in the case of original appointments.

SECTION 6. Attendance. It is expected that each member of a Standing Committee will be present for at least a majority of a Standing Committee Meetings that are held during the member's term. If any member of a Standing Committee is absent from a majority of the Standing Committee Meetings in any year of such member's term, the Chair, in the Chair's sole discretion, after consultation with other members of the Standing Committee, may remove such member of the Standing Committee.

ARTICLE VII. OFFICERS

SECTION 1. Officers. The Officers of this Corporation shall be an Immediate Past Chair[s] a Chair, a Vice Chair, a President, a Treasurer, a Secretary, and such other Officers as, from time to time, are determined by the Board of Directors. Only Directors are eligible to serve as Immediate Past Chair[s], Chair, Vice Chair, Treasurer and Secretary.

SECTION 2. Term of Office. The terms of the Officers shall be for one (1) year commencing January 1 and terminating on December 31 or until a qualified successor is elected, except that the term of the Chair shall be two (2) years. The Officers shall be elected at a Board of Directors Meeting in November. Officers may not serve more than three (3) consecutive terms.

SECTION 3. Officer Vacancies. If the office of Chair, Vice Chair, President, Treasurer, Secretary or such other offices as this Corporation from time to time may provide, become vacant, the Board of Directors shall elect a successor at a Regular Meeting or at a Special Meeting called for such purpose, and such election shall be for the unexpired term of said office.

SECTION 4. Chair. The Chair shall have the duties and powers usually attendant upon the office of Chair of a Minnesota nonprofit corporation and such other duties and powers as may

be provided from time to time by the Board of Directors. The Chair shall preside at all Meetings of this Corporation if the Chair is present. At each Meeting, the Chair shall make such reports as the Chair deems necessary or as may be required of the Chair, and perform such other duties as are incident to the Chair's office or as are required of the Chair by the Board of Directors.

SECTION 5. Vice Chair. The Vice Chair shall perform the duties of the Chair in the Chair's absence or incapacity and/or because of death or resignation of the Chair until a new Chair is elected.

SECTION 6. Immediate Past Chair. Upon completion of the final term as Chair, an individual shall assume the position of Immediate Past Chair.

SECTION 7. President. The President shall have the duties and powers usually attendant upon the office of President of a Minnesota nonprofit corporation and such other duties and powers as may be provided from time to time by the Board of Directors. The President shall serve as the chief executive officer and general manager of this Corporation. The President shall have authority to negotiate and execute contracts on behalf of this Corporation. The President shall oversee all administrative, operating and marketing functions of this Corporation. The President shall oversee the creation of financial reports and annual reports in accordance with procedures approved by the Board of Directors. The President shall act as the primary spokesperson for this Corporation and shall work with the Board of Directors to establish policies for this Corporation and lead this Corporation towards fulfillment of its mission. The President, as may be appropriate, may delegate the performance of the President's duties to one or more persons, and any duties assumed or undertaken by the President or employed staff under the President's supervision shall be the responsibility of the President. The President shall not be a Director. The President shall serve as a non-voting ex officio member of the Board of Directors and a non-voting member of all committees.

SECTION 8. Treasurer. The Treasurer shall have the duties and powers usually attendant upon the office of Treasurer of a Minnesota nonprofit corporation and such other duties and powers as may be provided from time to time by the Board of Directors. The Treasurer, except to the extent such duties are assigned to and assumed by the Treasurer, shall have the responsibility to review with the President, accountants and staff of this Corporation, the procedures and practices for the custody of all funds and securities of this Corporation, and shall cause the deposit all such funds in the name of this Corporation in banks, trust companies and other depositories as shall be selected by the Board of Directors. The Treasurer, as may be appropriate, may delegate the performance of the Treasurer's duties to one or more persons, and any duties assumed or undertaken by the Treasurer or employed staff under the Treasurer's supervision shall be the responsibility of the Treasurer. The Treasurer shall be the Chair of the Finance Committee if such a Committee is established by the Board of Directors.

SECTION 9. Secretary. The Secretary shall have the duties and powers usually attendant upon the office of Secretary of a Minnesota nonprofit corporation and such other duties and powers as may be provided from time to time by the Board of Directors. The Secretary, as

may be appropriate, may delegate the performance of the Secretary's duties to one or more persons, and any duties assumed or undertaken by the Secretary or employed staff under the Secretary's supervision shall be the responsibility of the President.

ARTICLE VIII. STANDARD OF CARE AND CONFLICTS OF INTEREST.

SECTION 1. Director's Responsibility to Act in Good Faith. It is the responsibility of each Director of this Corporation to discharge his or her duties as a Director in good faith, in a manner the Director reasonably believes to be in the best interests of this Corporation and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

SECTION 2. Contract Not Void. A contract or other transaction between this Corporation and:

- (a) One (1) or more of its Directors, or a member of the family of a Director;
- (b) A director of a related organization, or a member of the family of a director of a related organization; or
- (c) An organization in or of which one or of the Corporation's Directors or a member of the family of the Director are directors, officers or legal representatives or have a material financial interest;

is not void or voidable because the Director or Directors or the other individual or organization are parties or because the Director or Directors are present at the meeting of the Board or a committee of the Board at which the contract or transaction is authorized, approved or ratified, if:

- (a) the contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the Corporation at the time it was authorized, approved or ratified; or
- (b) the material facts as to the contract or transaction and as to the Director's or Directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested Director or Directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section a "member of the family" of the Director includes spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the Director, or any combination of them.

ARTICLE IX. APPLICABLE GENERAL LAWS.

The following statutes apply to this Corporation:

SECTION 1 Minnesota Open Meeting Law. Minnesota Statutes, Chapter 13D, the Minnesota Open Meeting Law.

SECTION 2. Government Data Practices Act. Minnesota Statutes, Chapter 13, the Government Data Practices Act, except that data collected, received, created, or maintained by the Corporation in the course of preparing or submitting any responses to requests for proposals or requests for bids relating to events hosted, conducted, or sponsored by the Corporation shall be classified as nonpublic data under Minn. Stat. Section 13.02, Subd. 9, or private data under Minn. Stat. Section 13.02, Subd. 12 until the time provided in Minn. Stat. Section 13.55, Subd. 2(a) or (b).

ARTICLE X. INDEMNIFICATION AND INSURANCE.

SECTION 1. Indemnification. To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable 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, suit 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 Director, Officer or employee of the Corporation, or he or she is or was serving at the specific request of the Board of the Corporation as a director, 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 Directors present at a duly held meeting of the Board 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 director, 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. No person shall have a right to indemnification or indemnification advances by this Corporation with respect to any threatened, pending or civil, administrative, arbitration, investigative or other proceeding brought by or in the right of this Corporation against such person.

SECTION 2. Insurance. This Corporation shall have the power to purchase and maintain, and shall purchase and maintain, appropriate insurance, including, but not limited to, directors and officers coverage or such other appropriate insurance on behalf of any agent of this Corporation against any liability or claims for damage asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this

Corporation would have the power to indemnify the agent against such liability under the provisions of this Article X.

SECTION 3. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article X does not apply to any proceeding against any director, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of this Corporation as defined in Section 1 of this Article X.

ARTICLE XI. GENERAL PROVISIONS.

SECTION 1. Loans. No loans shall be contracted by or on behalf of this Corporation and no negotiable papers shall be issued in this Corporation's name unless authorized by the Board of Directors. When so authorized, any two (2) Officers may execute and deliver promissory notes or other evidences of indebtedness of this Corporation. Any two (2) Officers, when so authorized by the Board of Directors, may mortgage, pledge or transfer real or personal property held by this Corporation as security for the payment of loans, advances and liabilities of this Corporation.

SECTION 2. Deposits. All funds of this Corporation shall be deposited to the credit of this Corporation under such conditions and in such bank, trust companies, or other depositories as the Board of Directors may designate.

SECTION 3. Checks, Drafts, Documents. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to this Corporation, any contract, conveyance or other instrument in writing, and any assignment or endorsement thereof executed or entered into between this Corporation and any other person, and any and all securities owned or held by this Corporation requiring signature for their transfer, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by the Board of Directors.

SECTION 4. Annual Financial Report; Annual Financial Statement. Within a reasonable period of time after the close of each fiscal year, the President shall submit to the Board of Directors an Annual Financial Report containing, without limitation, the following items unless such have been supplied to the Board of Directors, in timely fashion, independent of the Annual Financial Report:

- (a) The organization chart for this Corporation's current fiscal year, including persons serving as Directors and Officers of this Corporation and members of the Board of Director committees;
- (b) The table of contracts, leases, and other agreements of this Corporation as required by the Board of Directors;
- (c) Financial statements for this Corporation's immediately preceding fiscal year;

- (d) The charitable contributions and the operating budget for this Corporation's current fiscal year;
- (e) A schedule of proposed major activities for the current fiscal year; and
- (f) A summary of this Corporation's compliance with the laws and regulations of federal, state and local governmental agencies and with the standards, rules and regulations of the various accrediting and approval agencies.

SECTION 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Minnesota Nonprofit Corporation Act shall govern the construction of these Bylaws.

SECTION 6. Fiscal Year. The fiscal year of this Corporation shall begin on January 1 of each year and end on December 31 of that same 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 President to refrain from engaging in or completing any action of any kind whatsoever which may result in this Corporation exceeding its budget without first advising the Executive Committee or the Board of Directors by a written statement regarding the nature of the probable excess and having secured from the Executive Committee or the Board of Directors written authorization to proceed with such action.

SECTION 7. Rules of Order. At all Meetings of the Members, the Board of Directors and Committees of this Corporation, Roberts Rules of Order, Revised, shall be the final arbiter as to the rules of order to be followed at such Meeting.

SECTION 8. Corporate Seal. This Corporation shall have no corporate seal.

SECTION 9. Place of Records. This Corporation shall keep at its registered office correct and complete copies of its Amended and Restated Articles of Incorporation and these Bylaws, accounting records, minutes of the Meetings of the Members, the Board of Directors and all Committees having any of the authority of the Board of Directors.

SECTION 10. Business Days. As used herein, "business days" shall be any day except Saturday, Sunday or any day designated as a holiday by federal or State of Minnesota law.

ARTICLE XII. NON-DISCRIMINATION POLICY

This Corporation shall not discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, familial status, sexual preference, state with regard to public assistant, disability or age.

ARTICLE XIII. AMENDMENT OF BYLAWS

These Bylaws may be amended at any time and from time to time by the affirmative vote of two-thirds (2/3) of the voting directors then in office; provided that written notice of the

meeting and of the proposed amendment shall be given to each director no less than ten (10) nor more than thirty (30) days before any meeting of the Board at which an amendment of the Bylaws is to be adopted. Any provision herein relating to the powers of the Mayor of the City of Saint Paul, Minnesota, may not be amended without the prior written consent of the Mayor. Any provision herein relating to the powers of the City Council of the City of Saint Paul, Minnesota, may not be amended without the prior written consent of the City Council of the City of Saint Paul, Minnesota.

CERTIFICATE

The foregoing Third Amended and Restated Bylaws of Saint Paul RiverCentre Convention & Visitors Authority were adopted the _____ day of _____, 20__.