BEMIDJI SANFORD CENTER ADVISORY BOARD
MEETING AGENDA

Friday, July 11, 2025

City Hall - Conference Room
317 4th Street NW
7:00 AM

1) **CALL MEETING TO ORDER**

2) **APPROVAL OF AGENDA**

3) **REVIEW OF BYLAWS**

4) **DISCUSSION ON STRATEGIC OBJECTIVES OF THE BOARD**

5) **DEVELOPMENT OF ACTION PLAN**

6) **ADJOURN**

SANFORD CENTER
ADVISORY BOARD
BY-LAWS

A. Name

The name of the Board shall be the Sanford Center Advisory Board.

B. Purpose

The purpose of the Sanford Center Advisory Board (Advisory Board) is to serve as an advisory board to both the Sanford Center Management and the Bemidji City Council regarding the management and operations of the City's Sanford Event Center, as required under the management agreement between the City of Bemidji and ASM Global. The By-laws shall be constructed to assist the Advisory Board to make meaningful recommendations to Sanford Center Management and the City Council.

C. Advisory Board Membership.

The membership of the Advisory Board (the "Board") shall consist of nine (9) members, as follow:

- 2 City Council members
- 2 City Residents At Large
- Bemidji State University (BSU) appointee
- Visit Bemidji (VCB) appointee
- Bemidji Regional Event Center Naming Rights appointee
- Chamber of Commerce appointee
- Bemidji Innkeeper Association appointee

The community at large members of the Board shall be appointed by the Mayor and City Council. The Naming Rights Sponsor member shall be appointed by the Naming Rights Sponsor. Each member shall be considered a voting member for purposes of action taken or to be taken by the Board. All members shall either reside in the City of Bemidji or be residents of the Bemidji Area. **The Chamber or Innkeeper appointees shall not also be a Board member of Visit Bemidji. Moreover Advisory Board members shall not have dual representation from the identified participating member organizations.**

In the event of resignation, incapacity or removal of a member, the vacancy may be filled by appointment as provided above.

D. Officers.

1. Officers and Ex Officio Members.

The offices of the Board shall be a Chair, Vice Chair, and a Secretary, with the General Manager of the Sanford Center serving as an ex-officio officer.

2. Election of Officers.

   The officers of the Advisory Board shall be elected annually by the Advisory Board at their Annual Meeting, which shall occur at the regularly scheduled January meeting. Annual appointments or reappointments by the City Council shall be made prior to the annual election of officers. A term shall be defined as three years, beginning on February 1 of the year of appointment. The officers of the Advisory Board shall be elected by a simple majority vote of the voting Advisory Board members present. Officers shall serve no more than two consecutive three-year terms in a particular office.

   Officers shall serve staggering three year terms, with three (3) members starting with a three (3) year term, and three members starting with a two (2) year term, and three members starting with a one (1) year term.

3. Duties of the Officers.

   The officers shall perform the duties normally associated with their offices, along with any special duties assigned by the Advisory Board.

   <u>Chair</u>. The Chair of the Advisory Board shall preside at the meeting of the Advisory Board, and shall perform the other duties ordinarily performed by that officer.

   <u>Vice-Chair</u>. The Vice-Chair shall assume the duties of the Chair during the Chair's absence.

   - In the absence of both the Chair and Vice Chair, the Advisory Board shall elect a Chair pro-tem who shall perform the duties of the Chair of the Advisory Board.

   <u>Secretary</u>. The Secretary shall sign all minutes and resolutions of and for the Advisory Board.

   <u>Ex-officios</u>. The General Manager of the Sanford Center shall act as the ex-officio officer and administrative arm, and shall assist the Chair in preparation of Meeting Agendas and their timely distribution to the members. The City Manager and City Finance Director shall serve as ex-officio members.

4. In the event of resignation, incapacity or removal of the Chair, the Vice-chair shall become the Chair for the unexpired portion of the term. Vacancies in any other office, except the Ex-officio officer, arising from any cause may be filled by the Members at any regular or special meeting.

E. Ad-hoc Subcommittees.

1. Ad-hoc Committees as needed shall be appointed by the Chair of the Advisory Board and serve until their successors are appointed and qualified, or until the Ad-hoc Committee's work is completed. Ad-hoc Committees shall be made up of Advisory Board members and other individuals as appointed for resource and advisory purposes. It is recommended and encouraged that members of all committees, formal and Ad-hoc, seek consultation and interaction with City Department Head as needs arise.

2. A record of the action of each Ad-hoc committee, shall be kept by a member of said committee and reported to the Advisory Board at its next meeting for action by the Advisory Board if the Advisory Board so desires.

3. All Ad-hoc committee members shall be residents of the Bemidji area.

F. Meetings

1. Annual Meeting. The annual organizational meeting of the Advisory Board shall be held as provided in Paragraph D.2. herein. The order of business at the annual meeting shall include: Reading of the roll call, minutes of the previous meeting, officer's reports, establish time and frequency of regular meetings.

2. Regular Meetings. The Advisory Board shall meet monthly on a day and time to be determined by the chair.

3. Quorum. A simple majority of Advisory Board members shall constitute a quorum.

4. Open Meeting. The Advisory Board and any committees of the Board shall conduct all meetings in accordance with the "Minnesota Open Meeting Law". However, any Ad-hoc committee of the Advisory Board shall not be required to print or publish written notice of Ad-hoc committee meeting.

5. Voting. Each member shall have one (1) vote. All motions shall require a simple majority vote of those members present to pass, unless otherwise required by law, ordinance, resolution, or these by-laws.

6. Special and Emergency Meetings. The chair or majority of the Advisory Board may also call special meetings of the Advisory Board with at least **72** hours written notice. The call shall state the subject matter to be considered at the meeting and considerations shall be limited thereto.

   In the case of emergency, the Chair may also call an emergency meeting of the Advisory Board on less than 24 hours notice. The call shall state the specific subject matter to be considered at the meeting and considerations limited thereto. Notice of any emergency meeting shall be given in accordance with the Minnesota Open Meeting Law.

7. Attendance. Attendance at regular Advisory Board meetings is expected from all Advisory Board members. Anyone unable to attend a meeting must contact an officer in order for his/her absence to be deemed excused. Three (3) consecutive unexcused absences by a Board member will result in a contact from an officer to determine the status of that Board member's interest and intent.

   If that Advisory Board member is appointed and is committed to remaining on the Advisory Board, his/her status will be maintained, unless an additional three (3) consecutive unexcused absences are documented, at which time the appointed Advisory Board member will be removed from the Advisory Board.

G. Responsibilities of the Advisory Board

The responsibilities to be performed by the Advisory Board include but are not limited to providing advisory input to the operations of the Sanford Center, and specifically to meet and work with Sanford Center Management to, among other things, prepare and implement policies and procedures benefitting management and operations generally, and which also govern booking and scheduling of events in the Sanford Center, and to review and advise respecting revenue and operating information, specifically the Annual Budget, Business Plan, and expenditures in excess of the budget, and as a group advise Management and the City in regards to performance and operational matters as needed.

H. General Rules.

1. All Advisory Board meetings shall be conducted in accordance with general parliamentary rules, as may be construed generally (liberally) from Robert's Rules of Order Newly Revised, as well as in accordance with any rules of decorum otherwise specifically established by the Advisory Board to be observed by members in conducting meetings of the Advisory Board, and where they are not inconsistent with the Laws of the State of Minnesota, these By-laws, or other rules of procedure of the Board.

2. All recommendations to the City Council and Sanford Center Management must be approved by a majority of the voting members present at any properly called meeting.

3. The Advisory Board may, from time to time transmit data, findings, the results of studies, surveys, etc., to the City Council and the Sanford Center Management without recommendation.

4. Additions to the agenda, as prepared by the Chair and General Manager, may be made by a majority vote of the Advisory Board at any meeting.

5. Conflict of Interest. Whenever an Advisory Board member or officer has a financial or personal interest in any matter coming before the Advisory Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Advisory Board members determine

that it is in the best interest of the Sanford Center to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Upon appointment, each Advisory Board member shall execute a Conflict of Interest Statement in substantially the form as found in Exhibit A attached hereto, which form and content may be amended from time to time by the Advisory Board in the same fashion as these by-laws may be amended.

6. Advisory Board Member Insurance. Advisory Board members shall have liability coverage under the City's League of Minnesota Cities Insurance Trust (LMCIT) General Liability Insurance with respect to their actions for or on behalf of the Advisory Board in regards to any and all matters or actions subject of the duties or responsibilities of the Advisory Board.

I. Amendment of by-laws.

These by-laws may be amended at any regular meeting of the Advisory Board by a majority vote of the Advisory Board, providing previous notice of the nature of any proposed amendment shall have been given at least one meeting before the action thereon shall be taken, and provided further that the amendment is part of the agenda for the meeting and the membership has been provided the agenda in writing beforehand**. By-laws and by-law amendments must be approved by the Bemidji City Council.**

Adopted by Council: July 5, 2022
Amendment Adopted by Council: November 7, 2022