

METROPOLITAN AIRPORTS COMMISSION
BYLAWS AND RULES OF PROCEDURE

Metropolitan Airports Commission
6040 28th Avenue South
Minneapolis Minnesota 55450

Adopted February 19, 2019
Effective March 1, 2019

METROPOLITAN AIRPORTS COMMISSION

BYLAWS AND RULES OF PROCEDURE

ARTICLE I

The principal office of the corporation shall be at 6040 28th Avenue South, Minneapolis, Minnesota 55450, and the books and records of the corporation shall be kept at such principal office. The corporation's executive director shall be the Executive Director/Chief Executive Officer.

ARTICLE II

1. Regular meetings of the corporation shall be held on the third Monday of each month at 1:00 p.m. When the regular meeting date falls on a holiday, such meeting shall be held on the day following. A regular meeting may be rescheduled to a later day or time in the month by action of the Chairperson. Special meetings may be called by the Chairperson whenever deemed necessary, or whenever two (2) or more Commissioners shall request the Chairperson in writing to call such meeting, specifying in their written request the reason or reasons for such call of special meeting.
2. Unless otherwise designated by majority vote of the Commissioners or by action of the Chairperson, regular and special meetings shall be held at the Commission's designated meeting room within Terminal 1- Lindbergh at Minneapolis-St. Paul International Airport (Wold-Chamberlain Field), presently Room LT-3048A therein or as the same may be relocated within said Terminal building.
3. The corporation's Executive Director/Chief Executive Officer shall be advised as to the call for regular and special meetings in time to comply with the "notice of meeting" requirements of these Bylaws. A notice shall be delivered to each Commissioner at least forty-eight (48) hours in advance of each regular or adjourned regular meeting stating the time and place thereof, such notice to include an agenda setting out in general terms the purpose or purposes and matters to be considered at such meeting. Failure to send initial notice of any regular meeting, however, shall not invalidate such meeting if it is held at the time and place specified herein. Except as otherwise provided by action of the Commission pursuant to Minn. Stat. §473.604, subd. 5, notice of special meetings, stating the time and place thereof, and including an agenda setting out the purpose or purposes and matters to be considered at such meeting, shall be delivered by the Executive Director/Chief Executive Officer to each Commissioner at least three (3) calendar days prior to time of meeting.
4. Commissioners in attendance, though constituting less than a quorum, may adjourn any meeting from time to time so as to notify absentees and procure a quorum for such adjourned meeting. Notice of adjournment shall be delivered to all absent Commissioners at least forty-eight (48) hours prior to the time set for the adjourned meeting.

5. Data for inclusion in the agenda for regular and special meetings shall be in the hands of the Executive Director/Chief Executive Officer at least five (5) calendar days before the date set for such meeting. The agenda shall include:
 - a. Reports and written recommendations of committees to be submitted for Commission review and action.
 - b. Matters submitted in writing by any Commissioner for Commission consideration.
 - c. Matters for Commission consideration proposed by the Commission's Executive Director/Chief Executive Officer, approved for inclusion by the Commission's Chairperson.
6. At regular meetings and at special meetings called "for the transaction of general business" the Chairperson of the meeting shall have the power to amend the agenda for the meeting, including for the purpose of considering business other than that set forth in the agenda for such meeting and taking action thereon. The call for a special meeting "for the transaction of general business" shall be deemed to be notice of the intended transaction of any and all business which might properly be transacted at a regular meeting. At all other special meetings, consideration of non-agenda business may be approved by two-thirds affirmative vote of all Commissioners in attendance and voting, and including all Commissioners counted for quorum purposes. Except as provided above, no business shall be transacted at any special meetings, other than that set out in the agenda included with the call therefore.
7. Except as otherwise provided pursuant to the corporation's organic law or as prescribed by these Bylaws, Robert's Rules of Order Revised (Eleventh Edition), shall govern and control the Commissioners, acting for the corporation as a whole or through committee or subcommittee of the corporation, in the conduct of the corporation's corporate affairs.

ARTICLE III

1. The duties of the Chairperson, Vice-Chairperson and Secretary shall be such as are usually imposed upon such officials of corporations and as are required by law, and such as may be assigned to them, respectively, from time to time by the corporation. At any meeting of the corporation, if the Chairperson is absent or for any reason unable to act, the Vice-Chairperson, or in his or her absence, the Chairperson pro tem designated hereunder, shall perform all the Chairperson's duties at such meeting; and in case of the absence or inability to act of the Secretary, the Chairperson, or in his or her absence, the Vice-Chairperson, or in his or her absence, the Chairperson pro tem, shall designate an acting Secretary, who shall perform all the duties of the Secretary at such meeting.
2. Meetings shall be called to order by the Chairperson or, in his or her absence, by the Vice-Chairperson. In the absence of both, any Commissioner may call the meeting to order and those present may elect a Chairperson pro tem.

ARTICLE IV

1. The Commissioners, acting for the corporation, have the responsibility to determine and establish the corporation's policy in the fulfillment of its statutory responsibilities and to interpret the same to the corporation's Executive Director/Chief Executive Officer and to the

Commission staff. The corporation's Executive Director /Chief Executive Officer, acting through the Commission staff and consultants, shall have the responsibility for the operation of the corporation in accordance with such policy, and to that end, shall be accountable to the Commission.

2. The corporation shall operate through committees of the Commission which shall have the responsibility to deal with all aspects of Commission business assigned to them hereunder through comprehensive and appropriate study by staff, consultants, through public input, and through research and discussion. Consistent with the policies of the Commission, its committees shall make recommendations to the Commission for action.
3. The Chairperson and Vice-Chairperson of the corporation and the Chairperson of all other standing committees shall be ex-officio members of each standing committee and shall be included in determining committee quorums. The Chairperson shall be responsible for appointments from the Commission membership of committee members and of the Chairperson and Vice-Chairperson of each committee.
4. There shall be the following standing committees:
 - a. The Operations, Finance and Administration Committee, consisting of up to seven (7) members in addition to the Commission's Chairperson and Vice-Chairperson, and the Chairperson of the Planning, Development and Environment Committee, which will monitor and supervise the Commission's fiscal affairs, and its financial and compliance audit activities, and consider, study, review and make recommendations to the Commission related to the Commission's operations and maintenance, ground transportation and parking, facilities, emergency programs, public safety (police, fire and communications), Reliever Airports, commercial management, non-aeronautical Reliever Airports agreements, airline affairs, concessions, risk/insurance, human resources, labor relations, affirmative action, diversity issues, and legal matters.
 - b. The Planning, Development and Environment Committee, consisting of up to seven (7) members in addition to the Commission's Chairperson and Vice-Chairperson, and the Chairperson of the Operations, Finance and Administration Committee, which will consider, study, review and make recommendations to the full Commission for action on all matters referred to the Committee and bearing on the Commission's Capital Improvement Program, airport planning, strategic planning, facility development programs, land acquisition and disposal, community and stakeholder engagement, public affairs and marketing, environmental programs and planning, air service development, information technology, legislative matters, and sustainability.
5. From time to time as may be required, the Chairperson of the Commission may appoint from the Commission membership ad hoc committees for special purposes and to meet special needs. These committees shall report to the corporation and shall serve until their duties are completed or until discharged by the Chairperson.
6. The Operations, Finance and Administration Committee and the Planning, Development and Environment Committee shall meet on the first Monday of each month. When the regular meeting date falls on a holiday, such meeting shall be held on the day following. Other meetings of standing and ad hoc committees shall be at the call of the Committee Chairperson. Meetings of the standing committees shall be within Terminal 1 – Lindbergh at Minneapolis-St. Paul International Airport (Wold-Chamberlain Field) or elsewhere on the

aforesaid days of the month and at times as set by the committee Chairperson, but a meeting may be cancelled, rescheduled, or adjourned to later days in the month by the committee Chairperson and/or the Chairperson of the corporation. Ad hoc committees shall meet within Terminal 1 – Lindbergh at the Airport or elsewhere at times as authorized by the Chairperson of the committee. A quorum shall be required for the transaction of committee business at ad hoc, or regular or special standing committee meetings, and any committee action may be taken by the affirmative vote of a majority of the members in attendance and voting. For regular and special standing committee meetings a quorum shall be established by four commissioners. For ad hoc committee meetings a quorum shall be established by a majority of the members of the committee.

7. A bulletin and notice board shall be maintained within Terminal 1- Lindbergh in an area open to the public and adjacent to the regular meeting place for Commission meetings. Notice of the time, place and listing of the agenda matters to be considered at regular and special meetings of the Commission, or at meetings of standing or ad hoc committees and notice of cancellation or adjournment of any of such meetings of the Commission or of its committees shall then be posted on the bulletin and notice board at least forty-eight (48) hours prior to the holding of any such meeting or prior to the time such meeting would be held but for the cancellation or adjournment of the same, and such notice shall not be removed until the scheduled time for such meeting has passed. Notices of such meetings shall also be posted on the corporation's website.
8. Upon approval of payment by the corporation, disbursement of monies of the corporation shall be on order of the Executive Director/Chief Executive Officer or in his or her absence, by his or her designated representative, countersigned by the corporation's Director of Finance, or in his or her absence, by his or her designated representative.
 - a. Establishment of the annual budget setting out anticipated expenditures by category and/or upward or downward revision of that budget in the course of the corporation's fiscal year shall constitute prior approval for each type of expenditure. Authorization by vote of the Commission is required for transfer of budgeted amounts between or among categories or to appropriate additional funds for each category. The Executive Director/Chief Executive Officer is directed to provide for the daily operation and management of the Commission within the expenditure guidelines of the annual budget. Commission approval of a contract shall constitute prior approval of disbursements made pursuant to terms of the contract within the constraints of the budget for all contract payments, except final construction contract payments which shall require Commission approval.

The Executive Director/Chief Executive Officer shall have the responsibility of securing adequate quantities of office, janitorial maintenance and repair materials and supplies and the rent of sufficient equipment necessary for the smooth, continuous operation of the Commission's system of airports and all facilities associated with the system of airports. The Executive Director/Chief Executive Officer's authority to secure these items shall be subject to the Commission's purchasing procedures and be subject to the category budget constraints of the annual budget.

During the fiscal year the Commission shall be provided periodic updates of expenditures by category. At any time during the fiscal year, the Executive Director/Chief Executive Officer may recommend to the full Commission that all or any unencumbered appropriation balances of individual categories be transferred to those

categories that require additional budgeted funds. In addition, the Executive Director/Chief Executive Officer may recommend to the full Commission the appropriation of additional funds above and beyond those approved at the time of budget adoption. After the fiscal year has concluded, a final accounting of expenditures by category shall be presented to the Commission for approval of the final expenditure amounts by category.

The major operating and non-operating expense categories (non-CIP) include the following:

Operating Expenses

1. **Personnel**
2. **Administrative Expenses**
3. **Professional Services**
4. **Utilities**
5. **Operating Services**
6. **Maintenance**
7. **Other**

Non-Operating Expenses

1. **Debt Service**
2. **Equipment Purchases**
3. **Other**

- b. The Commission's Chairperson, or in his or her absence, the Vice-Chairperson, within the budgeted limits on "Commissioner per diem" payments, shall approve attendance and participation of Commissioners at meetings other than those of the Commission or of its committees which constitute representation of the Commission for which per diem is to be paid, and payment therefore shall be based upon written authorization in support of same.
 - c. A written listing of all payments issued through the accounts payable process, expenses incurred and revenues received for the prior month shall be submitted to the Commission at each of its meetings.
9. Except as otherwise provided by law, or unless otherwise specifically directed by the corporation, all contracts and documents or any character authorized by the Commission shall be executed by the Executive Director/Chief Executive Officer or his or her designee.

ARTICLE V

The corporate seal of the corporation shall be in the circular form and shall have inscribed thereon the words METROPOLITAN AIRPORTS COMMISSION, the words "Corporate Seal", and the words and figures "Established 1943". Use of the corporate seal on Commission documents is permitted, but not required.

ARTICLE VI

Except as otherwise covered by state or federal law or regulation, notice of investigations, inquiries and hearings conducted by the Commission shall be published by giving at least fifteen (15) days notice by publication in an appropriate legal newspaper of general circulation in the metropolitan area and by mailing, by email or US mail, a copy thereof to all interested parties who have registered their names with the corporation for that purpose. Publication and mailing of said notice and the filing of proof thereof shall be under the direction and supervision of the Executive Director/Chief Executive Officer.

ARTICLE VII

1. These Bylaws may be amended by vote of two-thirds (2/3) of the corporation's membership at any regular or special meeting of the corporation, provided that the notice of such regular or special meeting shall include a copy of the proposed amendment or amendments and shall give notice that the same will be brought to the attention of the Commissioners for action at such regular or special meeting.
2. Bylaw provisions may in particular instances be waived upon affirmative vote of all Commissioners in attendance and including those counted to establish a quorum at a regular or special meeting of the corporation. Waiver, so accomplished, shall be limited in its application to the matter before the Commission and shall have no continuing application so as to affect an amendment or revision of the Bylaws.